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

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# SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the**
**Securities Exchange Act of 1934**
**(Amendment No.__)**

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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(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

# Syndax Pharmaceuticals, Inc.

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)**

Payment of Filing Fee (Check the appropriate box):

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.

PRELIMINARY COPIES—SUBJECT TO COMPLETION

, 2023

Dear Stockholder:

You are cordially invited to attend the 2023 Annual Meeting of Stockholders (the "***Annual Meeting***") of Syndax Pharmaceuticals, Inc. ("***Syndax***") The meeting will be held on May 17, 2023 at 8:30 a.m. EDT. The Annual Meeting will be held in a virtual meeting format only. You can attend the Annual Meeting online, vote your shares electronically, and submit your questions during the Annual Meeting by visiting www.meetnow.global/MWULVG7. You will not be able to attend the meeting in person.

Details regarding admission to the Annual Meeting and the business to be conducted at the Annual Meeting are more fully described in the accompanying Notice of 2023 Annual Meeting of Stockholders and proxy statement.

The agenda for the Annual Meeting includes the election of two (2) Class I directors, each to serve a three-year term, an advisory vote on the compensation paid to our named executive officers, the ratification of the appointment of Deloitte & Touche LLP as Syndax's independent registered public accounting firm for the fiscal year ending December 31, 2023, and the approval of an amendment to Syndax's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 200,000,000 shares.

Under Securities and Exchange Commission rules, Syndax is providing access to the proxy materials for the Annual Meeting to stockholders via the Internet. Accordingly, you can access the proxy materials and vote your shares in advance of the Annual Meeting at www.investorvote.com/SNDX. Instructions for accessing the proxy materials and voting are described in the attached proxy statement and in the Notice Regarding Availability of Proxy Materials that you received. Your vote is very important. Whether or not you plan to attend the Annual Meeting, please carefully review the proxy statement and then cast your vote, regardless of the number of shares you hold. If you are a stockholder of record, you may vote over the Internet, by telephone, or, if you request to receive a printed set of the proxy materials, by completing, signing, dating and mailing the accompanying proxy card in the return envelope. Submitting your vote via the Internet in advance of the Annual Meeting or by telephone or proxy card will not affect your right to vote during the Annual Meeting if you decide to attend the Annual Meeting. If your shares are held in street name (held for your account by a broker or other nominee), you will receive instructions from your broker or other nominee explaining how to vote your shares, and you will have the option to cast your vote by telephone or over the Internet in advance of the Annual Meeting if your voting instruction form from your broker or nominee includes instructions and a toll-free telephone number or Internet website to do so. In any event, to be sure that your vote will be received in time, please cast your vote by your choice of available means at your earliest convenience.

We hope that you will join us on May 17, 2023. Your continuing interest in Syndax is very much appreciated.

Sincerely,

Michael A. Metzger
Chief Executive Officer

**You are cordially invited to attend the Annual Meeting. Whether or not you expect to attend the Annual Meeting virtually, please vote by telephone or through the Internet, or, if you receive a paper proxy card by mail, by completing and returning the proxy card mailed to you, as promptly as possible in order to ensure your representation at the Annual Meeting. Voting instructions are provided in the Notice of Internet Availability of Proxy Materials, or, if you receive a paper proxy card by mail, the instructions are printed on your proxy card and included in the accompanying Proxy Statement. If you participate virtually in the Annual Meeting, you may vote at that time, even if you previously submitted your vote. Please note, however, that if your shares are held of record by a brokerage firm, bank or other agent and you wish to vote at the Annual Meeting, you must obtain a proxy issued in your name from that agent in order to vote your shares that are held in such agent's name and account.**

**PRELIMINARY COPIES—SUBJECT TO COMPLETION**

Syndax

## NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS

| | |
|---|---|
| ***Time*** | 8:30 a.m., Eastern Daylight Time |
| ***Date*** | Wednesday, May 17, 2023 |
| ***Virtual Meeting*** | The Annual Meeting will be a virtual meeting through which you can listen to the meeting, submit questions and vote online. You may access the Annual Meeting by visiting www.meetnow.global/MWULVG7 and entering the control number (included in the Notice Regarding the Availability of Proxy Materials mailed to you). Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting. |
| ***Purpose*** | (1) To elect the Board of Directors' nominees, Pierre Legault and Michael A. Metzger, as Class I members of the Board of Directors, to serve until the 2026 Annual Meeting of Stockholders and until their successors are duly elected and qualified.<br>(2) To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this proxy statement.<br>(3) To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.<br>(4) To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 200,000,000 shares.<br>(5) To transact any other business that may properly come before the meeting or any adjournment or postponement thereof.<br>These items of business are more fully described in the proxy statement accompanying this notice. |
| ***Record Date*** | The Board of Directors has fixed the close of business on March 22, 2023 as the record date for determining stockholders entitled to notice of and to vote at the meeting.<br><br>A list of stockholders entitled to vote at the Annual Meeting will be available for inspection by any stockholder of record for purposes germane to the Annual Meeting for a period of ten (10) days prior to the Annual Meeting. Please contact the Secretary of the Company to make arrangements to inspect the list. In addition, during the Annual Meeting, that list of stockholders will be available for examination by any stockholder of record at www.meetnow.global/MWULVG7. |

By order of the Board of Directors,

Luke J. Albrecht, *General Counsel & Secretary*

Waltham, Massachusetts

, 2023

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**SYNDAX PHARMACEUTICALS, INC.**
**35 GATEHOUSE DRIVE, BUILDING D, FLOOR 3**
**WALTHAM, MASSACHUSETTS 02451**

**PROXY STATEMENT**
**FOR THE 2023 ANNUAL MEETING OF STOCKHOLDERS**
**TO BE HELD ON MAY 17, 2023**
**AT 8:30 AM EDT**

## GENERAL INFORMATION

### Why did I receive a notice regarding the availability of proxy materials on the internet?

Pursuant to rules adopted by the Securities and Exchange Commission (the "***SEC***"), we have elected to provide access to our proxy materials to our stockholders via the Internet. Accordingly, on or about , 2023, we sent you a Notice Regarding Availability of Proxy Materials ("***Notice of Internet Availability***") because the Board of Directors (the "***Board***") is soliciting your proxy to vote at the 2023 Annual Meeting of Stockholders, including at any adjournments or postponements of the meeting. The Notice of 2023 Annual Meeting of Stockholders ("***Notice of Annual Meeting***"), this proxy statement and proxy card or, for shares held in street name (held for your account by a broker or other nominee), voting instruction form, and the Annual Report on Form 10-K for the year ending December 31, 2022 (collectively, the "***Proxy Materials***") are available to stockholders on the Internet. Instructions on how to access the Proxy Materials over the Internet or to request a printed copy may be found in the Notice of Internet Availability. The Notice of Internet Availability will also provide instructions as to how stockholders may request that a printed set of the Proxy Materials, including a proxy card, be sent to them by mail. The Notice of Internet Availability will also provide voting instructions.

As used in this proxy statement, "we," "us," "our" and "the Company" refer to Syndax Pharmaceuticals, Inc. The term "Annual Meeting," as used in this proxy statement, includes any adjournment or postponement of such meeting.

### Will I receive any other proxy materials by mail?

You will not receive any additional Proxy Materials via mail unless you request a printed copy of the Proxy Materials in accordance with the instructions set forth in the Notice. We may elect, in our discretion, to send you a proxy card and a second Notice of Internet Availability, which we may send on or after , 2023.

### Why is Syndax conducting a virtual Annual Meeting?

We believe that conducting a virtual Annual Meeting is in the best interest of our stockholders and enables increased stockholder attendance and participation, improves communication and lowers costs while reducing the environmental impact of the meeting. Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting, including the ability to submit questions and comments and to vote.

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

The Board has fixed the record date for the Annual Meeting as of the close of business on March 22, 2023 (the "***Record Date***").

### How do I attend the Annual Meeting?

The Annual Meeting will be a completely virtual meeting of stockholders through which you can listen to the meeting, submit questions and vote online. You are entitled to participate in the Annual Meeting only if you were a stockholder of the Company as of the Record Date, or if you hold a valid proxy for the Annual Meeting. We are not holding a physical meeting.

The meeting will be held on Wednesday, May 17, 2023 at 8:30 a.m. Eastern Daylight Time and can be accessed by visiting www.meetnow.global/MWULVG7 and entering the control number included on your Notice of Internet Availability, on your proxy card or on the instructions that accompanied your proxy materials, as applicable. If your shares are held by a broker and you do not have a control number, please contact your broker as soon as possible that you can be provided with a control number. We encourage you to access the meeting prior to the start time leaving ample time for the check in. Please follow the registration instructions as outlined in this proxy statement. Information on how to vote online during the Annual Meeting is discussed below.

**What if I have technical difficulties or trouble accessing the virtual Annual Meeting?**

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual Annual Meeting. If you encounter any difficulties accessing the virtual Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted at https://support.vevent.com or at www.meetnow.global/MWULVG7. Technical support will be available starting at 7:30 a.m. Eastern Daylight Time on May 17, 2023.

**How do I register to attend the Annual Meeting virtually on the Internet?**

If you are a registered stockholder (i.e., you hold your shares through our transfer agent, Computershare Trust Company, N.A. ("***Computershare***")), you do not need to register to attend the Annual Meeting. Please follow the instructions on the notice or proxy card that you received to join the Annual Meeting.

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the Annual Meeting or to vote or ask questions during the Annual Meeting.

To register to attend the Annual Meeting you must submit proof of your proxy power (legal proxy) reflecting your holdings in the Company along with your name and email address to Computershare. Requests for registration must be labeled as "Legal Proxy" and be received no later than 5:00 p.m., Eastern Daylight Time, on May 16, 2023. You will receive a confirmation of your registration by email after we receive your registration materials.

Requests for registration should be directed to Computershare by:

| | |
|---|---|
| By email: | Forward the email from your broker, or attach an image of your legal proxy, to legalproxy@computershare.com |
| By mail: | Computershare Trust Company, N.A.<br>Syndax Pharmaceuticals Legal Proxy<br>P.O. Box 43001<br>Providence, RI 02940-3001 |

**Who can vote at the Annual Meeting?**

Only stockholders as of the Record Date, which we refer to as stockholders of record, will be entitled to vote at the Annual Meeting. On this Record Date, a total of 68,495,426 shares of common stock of the Company were issued and outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter.

*Stockholder of Record: Shares Registered in Your Name*

If on the Record Date your shares were registered directly in your name with Computershare, then you are a stockholder of record. As a stockholder of record, you may vote at the meeting, vote by proxy over the telephone or through the internet, or vote by proxy using a proxy card that you may request or that we may elect to deliver later. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure that your vote is counted.

*Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Similar Organization*

If on the Record Date your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in "street name" and the Notice of Internet Availability is being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, because you are not the stockholder of record, you may not vote your shares at the meeting unless you request and obtain a valid proxy from your broker or other agent.

**How do I vote?**

If you are a stockholder of record and your shares are registered directly in your name, you may vote:

- By Internet in Advance of the Annual Meeting. Access the website of our tabulator, Computershare, at: www.investorvote.com/SNDX, using the control number printed on the Notice of Internet Availability. Your shares will be voted in accordance with your instructions. You must specify how you want your shares voted or your Internet vote cannot be completed and you will receive an error message. If you vote on the Internet, you may also request electronic delivery of future proxy materials. Your Internet vote in advance of the Annual Meeting must be received by 1:00 a.m., EDT on May 17, 2023 to be counted.

- By Telephone. Call 1-800-652-VOTE (8683) toll-free from the U.S., U.S. territories and Canada, and follow the instructions on the Notice of Internet Availability. You will be asked to provide your control number from the Notice of Internet Availability. Your shares will be voted in accordance with your instructions. You must specify how you want your shares voted or your telephone vote cannot be completed. Your telephone vote must be received by 1:00 a.m., EDT on May 17, 2023 to be counted.

- By Proxy Card. Complete and mail the proxy card that may be delivered and return it promptly in the envelope provided. Your proxy will be voted in accordance with your instructions. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct. If you are mailed or otherwise receive or obtain a proxy card or voting instruction form, and you choose to vote by telephone or by Internet, you do not have to return your proxy card or voting instruction form.

- During the Annual Meeting. You will be able to attend the Annual Meeting online and vote during the meeting by visiting www.meetnow.global/MWULVG7 and entering the control number included on your Notice of Internet Availability, on your proxy card or on the instructions that accompanied your proxy materials, as applicable. See "*How do I register to attend the Annual Meeting virtually on the Internet?*" for additional information.

If your shares of common stock are held in street name (i.e., held for your account by a broker, bank or other nominee), you should have received a Notice of Internet Availability containing voting instructions from that organization rather than from us. You should follow the instructions in the Notice of Internet Availability to ensure your vote is counted. To vote during the Annual Meeting, you must obtain a valid proxy from your broker or other nominee. Follow the instructions from your broker, bank or other nominee or contact your broker, bank or other nominee to request a proxy form.

**Internet proxy voting may be provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.**

**What are the Board's recommendations on how to vote my shares?**

The Board recommends a vote:

Proposal 1: **FOR** election of the two Class I director nominees (page 7)

Proposal 2: **FOR** advisory vote on the executive compensation paid to our named executive officers (page 21)

Proposal 3: **FOR** ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm (page 22)

Proposal 4: **FOR** amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 200,000,000 shares (the "***Charter Amendment***") (page 23)

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

We will pay the entire cost of soliciting proxies. In addition to these Proxy Materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We will also reimburse brokers, banks, custodians, other nominees and fiduciaries for forwarding these materials to their principals to obtain the authorization for the execution of proxies.

**If I am a stockholder of record and I do not vote, or if I return a proxy card or otherwise vote but do not make specific choices?**

If you are a stockholder of record and do not vote by completing your proxy card, by telephone, through the internet or online at the annual meeting, your shares will not be voted.

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, “For” the election of each nominee for director, “For” ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm and “For” the Charter Amendment. If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

**If I am a beneficial owner of shares held in street name and I do not provide my broker or bank with voting instructions, what happens?**

If you are a beneficial owner of shares held in street name and you do not instruct your broker, bank or other agent how to vote your shares, your broker, bank or other agent may still be able to vote your shares in its discretion. Under the rules of the New York Stock Exchange (“***NYSE***”), brokers, banks and other securities intermediaries that are subject to NYSE rules may use their discretion to vote your “uninstructed” shares with respect to matters considered to be “routine” under NYSE rules, but not with respect to “non-routine” matters. Proposals 1 and 2 are considered to be “non-routine” under NYSE rules meaning that your broker may not vote your shares on those proposals in the absence of your voting instructions. However, the NYSE has advised us that Proposals 3 and 4 are considered to be a “routine” matter under NYSE rules meaning that if you do not return voting instructions to your broker by its deadline, your shares may be voted by your broker in its discretion on Proposals 3 and 4.

***If you are a beneficial owner of shares held in street name, and you do not plan to attend the meeting, in order to ensure that your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials that you receive from your broker, bank or other agent.***

**Can I change my vote?**

*Stockholder of Record: Shares Registered in Your Name*

Yes. If you are the stockholder of record for your shares, you may revoke your proxy at any time before the final vote at the Annual Meeting in one of the following ways:

- by notifying our Secretary in writing at 35 Gatehouse Drive, Building D, Floor 3, Waltham, Massachusetts 02451 that you are revoking your proxy;
- by submitting another properly completed proxy with a later date;
- by transmitting a subsequent vote over the Internet or by telephone prior to by 1:00 a.m., EDT on May 17, 2023; or
- by attending and voting online during the Annual Meeting.

*Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Similar Organization*

If your shares are held in street name, you must contact your broker or nominee for instructions as to how to change your vote. Your attendance at the Annual Meeting does not revoke your proxy. Your last vote, whether prior to or at the Annual Meeting, is the vote that we will count.

**How is a quorum reached?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares entitled to vote are present at the Annual Meeting or represented by proxy. Shares held of record by stockholders or brokers, bankers or other nominees who do not return a valid proxy or attend the Annual Meeting will not be considered present or represented at the Annual Meeting and will not be counted in determining the presence of a quorum. The inspectors of election appointed for the Annual Meeting will determine whether a quorum is present.

Abstentions and broker non-votes, if any, will be counted for purposes of determining whether a quorum is present for the transaction of business at the meeting. If there is no quorum, the chairperson of the Annual Meeting or the holders of a majority of shares present at the Annual Meeting or represented by proxy may adjourn the Annual Meeting to another date.

**What are "broker non-votes"?**

As discussed above, when a beneficial owner of shares held in "street name" does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed to be "non-routine," the broker or nominee cannot vote the shares. These unvoted shares are counted as "broker non-votes."

**What vote is required to approve each item and how are votes counted?**

The following table summarizes the minimum vote needed to approve each proposal and the effect of abstentions and broker non-votes.

| Proposal Number | Proposal Description | Vote Required for Approval | Effect of Abstentions | Effect of Broker Non-Votes | Matter |
|---|---|---|---|---|---|
| 1. | Election of Directors | Nominees receiving the most "For" votes; withheld votes will have no effect. | Not applicable | No effect | Non-routine |
| 2. | Advisory approval of the executive compensation of our named executive officers | "For" votes from the holders of a majority of the voting power of the shares present in person or represented by proxy and entitled to vote on the matter. | Against | No effect | Non-routine |
| 3. | Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm | "For" votes from the holders of a majority of the voting power of the shares present in person or represented by proxy and entitled to vote on the matter. | Against | Not applicable(1) | Routine |
| 4. | Charter Amendment | "For" votes from the holders of a majority of the voting power of the shares present in person or represented by proxy and entitled to vote on the matter. | Against | Not applicable(1) | Routine |

(1) This proposal is considered to be a "routine" matter. Accordingly, if you hold your shares in street name and do not provide voting instructions to your broker, bank or other agent that holds your shares, your broker, bank or other agent has discretionary authority to vote your shares on this proposal.

**Could other matters be decided at the Annual Meeting?**

We do not know of any other matters that may be presented for action at the Annual Meeting. Should any other business come before the meeting, the persons named on the proxy will have discretionary authority to vote the shares represented by such proxies in accordance with their best judgment. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the Annual Meeting unless they receive instructions from you with respect to such matter.

**What happens if the meeting is postponed or adjourned?**

Your proxy may be voted at the postponed or adjourned meeting. You will still be able to change your proxy until it is voted.

**How can I find out the results of the voting at the Annual Meeting?**

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K ("***Form 8-K***") that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

**What does it mean if I receive more than one Notice of Internet Availability?**

It means that your shares may be registered in one or more names or multiple accounts at the transfer agent or with brokers. Please follow the instructions on the notices to ensure that all your shares are voted.

**When are stockholder proposals due for the 2024 Annual Meeting of Stockholders?**

If you wish to submit proposals for inclusion in our proxy statement for the 2024 annual meeting of stockholders (the "***2024 Annual Meeting***") we must receive them on or before , 2023. Nothing in this paragraph shall require us to include in our proxy statement and proxy card for the 2024 Annual Meeting any stockholder proposal that does not meet the requirements of the SEC in effect at the time. Any such proposal will be subject to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***").

If you wish to nominate a director or submit a proposal for presentation at the 2024 Annual Meeting, without including such proposal in next year's proxy statement, you must be a stockholder of record and provide timely notice in writing to our Secretary at c/o Syndax Pharmaceuticals, Inc. 35 Gatehouse Drive, Building D, Floor 3, Waltham, Massachusetts 02451. To be timely, we must receive the notice not less than 90 days nor more than 120 days prior to the anniversary of the 2023 Annual Meeting; *provided*, *however*, that in the event that the date of the 2024 Annual Meeting is more than 30 days before or more than 60 days after such anniversary date, we must receive your notice (a) no earlier than the close of business on the 120th day prior to the currently proposed 2024 Annual Meeting and (b) no later than the close of business on the later of the 90th day prior to the 2024 Annual Meeting or the 10th day following the day on which we first make a public announcement of the date of the 2024 Annual Meeting. Your written notice must contain specific information required in Section 2.13 of our amended and restated bylaws ("***Bylaws***"). In addition, stockholders who intend to solicit proxies in support of director nominees other than our nominees must also comply with the additional requirements of Rule 14a-19(b). For additional information about our director nomination requirements, please see our Bylaws.

**Who should I call if I have any additional questions?**

If you are the stockholder of record for your shares, please call Luke J. Albrecht, General Counsel and Secretary of the Company, at (781) 419-1400. If your shares are held in street name, please contact the telephone number provided on your voting instruction form or contact your broker or nominee holder directly.

## PROPOSAL 1: ELECTION OF DIRECTORS

### General

Our Board currently consists of eight directors. Our Amended and Restated Certificate of Incorporation ("***Certificate of Incorporation***") provides for a classified Board consisting of three classes of directors. Currently, Classes II and III each consist of three directors and Class I consists of two directors. Each class serves a staggered three-year term. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following their election or if sooner, until the director's death, resignation or removal. Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified. There are currently no vacancies on the Board.

There are two directors in Class I whose term of office expires in 2023. Upon the recommendation of the Nominating and Corporate Governance Committee, our Board has nominated the two individuals listed in the table below for election as directors at the Annual Meeting. The biographies below under "Information About Our Board" include information, as of the date of this proxy statement, regarding the specific and particular experience, qualifications, attributes or skills of each director nominee that led the Nominating and Corporate Governance Committee to believe that each nominee should continue to serve on the board of directors. Each of the nominees listed below is currently a director of the Company who was previously elected by the stockholders. If you elect the nominees listed below, they will each hold office until the annual meeting of stockholders in 2026 and until each of their successors has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal. All nominees have consented to being named in this proxy statement and to serve if elected.

If any nominee is unable or does not qualify to serve, you or your proxy may vote for another nominee proposed by the Board. If, for any reason, these nominees prove unable or unwilling to stand for election or cease to qualify to serve as directors, the Board will nominate alternates or reduce the size of the Board to eliminate the vacancies. The Board has no reason to believe that any of the nominees would prove unable to serve if elected. There are no arrangements or understandings between us and any director, or nominee for directorship, pursuant to which such person was selected as a director or nominee.

| Nominees | Age [1] | Term Expires | Position(s) Held | Director Since |
|---|---|---|---|---|
| Pierre Legault | 62 | 2023 | Director | 2017 |
| Michael A. Metzger | 52 | 2023 | Chief Executive Officer, Director | 2019 |

[1] Ages as of April 4, 2023.

### Vote Required

Directors are elected by a plurality of the votes of the shares present during the meeting or represented by proxy and entitled to vote on the election of directors. Accordingly, the two nominees receiving the most "FOR" votes will be elected as directors. You may not vote your shares cumulatively for the election of directors. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the two nominees named above. If any nominee becomes unavailable for election because of an unexpected occurrence, your shares will be voted for the election of a substitute nominee proposed by our Board. Your proxy cannot be voted for a greater number of persons than the number of director nominees named in this proxy statement.

### Our Recommendation

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THESE DIRECTOR NOMINEES FOR CLASS I DIRECTOR (PROPOSAL 1 ON YOUR NOTICE OF INTERNET AVAILABILITY)**

## INFORMATION ABOUT OUR BOARD OF DIRECTORS

Set forth below are the names, ages and length of service of the remaining members of our Board whose terms continue beyond the Annual Meeting.

| Continuing Directors | Age [1] | Term Expires | Position(s) Held | Director Since |
|---|---|---|---|---|
| Martin H. Huber, M.D. | 63 | 2024 | Director | 2021 |
| Jennifer Jarrett | 52 | 2024 | Director | 2018 |
| William Meury | 55 | 2024 | Director | 2018 |
| Keith A. Katkin | 51 | 2025 | Director | 2017 |
| Briggs W. Morrison, M.D. | 64 | 2025 | President, Head of Research and Development, Director | 2015 |
| Dennis G. Podlesak | 65 | 2025 | Chairman of the Board, Director | 2008 |

(1) Ages as of April 4, 2023.

The principal occupation, business experience and education of each nominee for election as director and each continuing and retiring director are set forth below. Unless otherwise indicated, principal occupations shown for each director have extended for five or more years.

**Nominees for Election**

***Pierre Legault*** is a Class I director who has served as a member of our board of directors since January 2017. Mr. Legault also serves on the board of Bicycle Therapeutics (Chairman), which is a publicly traded company, as well as the boards of several private companies. Previously, he served on the board of Poxel Pharmaceuticals, Urovant, Clementia Pharmaceuticals, Armo BioSciences, OSI Pharmaceuticals, Tobira Therapeutics, NPS Pharmaceuticals, Forest Laboratories, Cyclacel Pharmaceuticals, Eckerd Pharmacy, Regado Biosciences, NephroGenex and several others. Mr. Legault served as Chairman of NephroGenex from 2012 through 2013 and Chief Executive Officer from 2014 through 2016, as Chief Executive Officer of Prosidion from 2010 through 2012, and Executive Vice President, Chief Financial Officer, and Treasurer of OSI Pharmaceuticals from 2009 through 2010. His prior senior executive experience also includes serving as President of Eckerd Pharmacy and as Executive Vice President and Chief Administrative Officer of Rite Aid Corporation. Mr. Legault studied at McGill University, HEC Montreal and Harvard Business School. He holds MBA, BAA, CA and CPA diplomas. We believe that Mr. Legault's executive experience and his membership, including service as the chairman, on the board of directors of a number of biopharmaceutical companies qualify him to serve as a member of our Board.

***Michael A. Metzger*** is a Class I director who has served as our Chief Executive Officer since February 2022 and previously served as our President and Chief Operating Officer since May 2015 and as a member of our board of directors since July 2019. Prior to joining us, Mr. Metzger was President and COO from December 2013 to October 2014 and President and Chief Executive Officer and a member of the board of directors of Regado Biosciences, Inc., a former publicly traded biotechnology company that merged with Tobira Therapeutics, Inc., from October 2014 to May 2015, where he oversaw the company's successful merger with Tobira Therapeutics, Inc. in 2015. Previously, Mr. Metzger served as Executive Vice President and Chief Operating Officer at Mersana Therapeutics, Inc., a privately held biopharmaceutical company developing novel immunoconjugate therapies for cancer, from March 2011 to November 2013, and in senior business development positions including leading mergers and acquisitions at Forest Laboratories, LLC, which was acquired by Allergan plc, a publicly traded company, from 2006 to February 2011. Prior to Forest, Mr. Metzger served as Vice President Corporate Development at Onconova Therapeutics, Inc. and was a Managing Director at MESA Partners, Inc., a venture capital firm. Mr. Metzger currently serves on the board of CTI Biopharma Corp., a publicly traded biopharmaceutical company, as well as the board of a not-for-profit company. Mr. Metzger received a B.A. from George Washington University and an M.B.A. in Finance from the New York University Stern School of Business. We believe that Mr. Metzger's executive experience and his membership on the board of directors of several biotechnology companies qualify him to serve as a member of our Board.

**Continuing Directors**

***Martin H. Huber, M.D.*** is a Class II director who has served as a member of our board of directors since September 2021. Dr. Huber currently serves as the President, Head of R&D and previously served as President, Chief Medical Officer of Xilio Therapeutics, Inc. Prior to joining Xilio in April 2020, Dr. Huber served as Senior Vice President, Chief Medical Officer at TESARO, Inc. from September 2015 until its January 2019 acquisition by GlaxoSmithKline plc, and once acquired, as Senior Vice President, Clinical, until April 2020. Prior to TESARO, Dr. Huber served as Vice President, Oncology Clinical Research at Merck Research Laboratories from 2012 to 2015. Prior to Merck, he served in roles of increasing responsibility at Schering-Plough, Hoffmann-La Roche and Rhone-Poulenc Rorer, where he led teams in the areas of oncology clinical development, drug safety and pharmacovigilance. He was previously an Assistant Professor of Oncology at the University of Texas M.D. Anderson Cancer Center. Dr. Huber currently serves on the Board of Directors of Mersana Therapeutics, Inc., which is a publicly traded company. Dr. Huber earned his M.D. from Baylor College of Medicine. We believe that Dr. Huber's extensive experience and leadership, including in serving as head of research and development and as a chief medical officer in the biopharmaceutical industry, qualify him to serve as a member of our Board.

***Jennifer Jarrett*** is a Class II director who has served as a member of our board of directors since September 2018. Since October 2020, Ms. Jarrett has served as Chief Operating Officer of Arcus Biosciences, a biotechnology company. From February 2019 through September 2020, she served as Vice President of Corporate Development and Capital Markets of Uber Technologies, a technology company, and from June 2018 to January 2019 served as Arcus Biosciences' Chief Operating Officer and Chief Financial Officer and as its Chief Business Officer and Chief Financial Officer from March 2017 to June 2018. From April 2016 to September 2016, Ms. Jarrett was the Chief Financial Officer of Medivation, a commercial biopharmaceutical company, which was acquired by Pfizer. Before Medivation, Ms. Jarrett spent 20 years in investment banking, most recently at Citigroup where she ran the firm's west coast life sciences investment banking practice, and prior to that at Credit Suisse and Donaldson, Lufkin & Jenrette. Ms. Jarrett currently serves on the board of directors of Arcus Biosciences and Zura Bio, each of which is a publicly traded company, and previously served on the board of each of Arena Pharmaceuticals and Audentes Therapeutics. Ms. Jarrett received a B.A. in Economics from Dartmouth College and her M.B.A. from the Stanford Graduate School of Business. We believe that Ms. Jarrett's extensive experience and leadership, including in investment banking and in serving as a chief financial officer and chief business officer in the biopharmaceutical industry, qualify her to serve as a member of our Board.

***William Meury*** is a Class II director who has served as a member of our board of directors since September 2018. Since January 2023, Mr. Meury has served as President and Chief Executive Officer of Karuna Therapeutics, a biopharmaceutical company. From May 2020 through December 2022, Mr. Meury served as a Partner at Hildred Capital Management, a private equity firm focusing on the healthcare industry. Prior to joining Hildred Capital Management, Mr. Meury served as the Chief Commercial Officer of Allergan, plc, a global pharmaceutical company from May 2016 through its acquisition by AbbVie plc. Mr. Meury previously served as Allergan's President, Branded Pharma from March 2015 to May 2016 and joined Allergan in July 2014 as Executive Vice President, Commercial, North American Brands. He has significant experience in launching and commercializing healthcare products. Prior to joining Allergan, Mr. Meury served as Executive Vice President, Sales and Marketing at Forest Laboratories, Inc. He joined Forest in 1993 and held multiple roles of increasing responsibility in marketing, new products, business development, and sales. Before joining Forest, Mr. Meury worked in public accounting for Reznick Fedder & Silverman and in financial reporting for MCI Communications. Mr. Meury is currently on the board of directors Karuna Therapeutics, which is a publicly traded company, as well as on the boards of several private organizations. Mr. Meury earned his B.S. in Economics from the University of Maryland. We believe that Mr. Meury's significant executive and commercial experience and leadership, including in launching healthcare products, as well as his background in finance, qualify him to serve as a member of our Board.

***Keith A. Katkin*** is a Class III director who has served as a member of our board of directors since March 2017. From September 2017 through March 2020, Mr. Katkin served as the Chief Executive Officer and a member of the board of directors of Urovant Sciences Ltd., a publicly traded biopharmaceutical company. From March 2007 through January 2016, he was President and Chief Executive Officer of Avanir Pharmaceuticals, Inc., a publicly traded biopharmaceutical company, where he led the execution of the company's sale to Otsuka Pharmaceutical Co., Ltd. in 2015. Mr. Katkin joined Avanir in July 2005 as the Senior Vice President of Sales and Marketing and a member of Avanir's executive management team. While at Avanir, Mr. Katkin was responsible for creating and executing the plan that led to the approval of Nuedexta and the company's growth to commercial success. Prior to joining Avanir, Mr. Katkin served as the Vice President, Commercial Development for Peninsula Pharmaceuticals, Inc., a privately held biopharmaceutical company, playing a key role in the concurrent initial public offering and ultimate sale of the company to Johnson and Johnson. Additionally, Mr. Katkin's employment experience includes leadership roles at InterMune, Amgen and Abbott Laboratories. Mr. Katkin currently serves as a director at Eledon Pharmaceuticals, Inc. (Chairman), and Emergent BioSolutions, Inc., each of which is a publicly traded company, and as an adviser to the board of directors at Urovant. Mr. Katkin has an M.B.A. from the Anderson School at UCLA and earned a B.S. in Business and Accounting from Indiana University. Mr. Katkin is also a licensed Certified Public Accountant. We believe that Mr. Katkin's executive experience and his membership on the board of directors of several biotechnology companies qualify him to serve as a member of our Board.

***Briggs W. Morrison, M.D.*** is a Class III director who has served as our President, Head of Research and Development since February 2022 and previously served as our Chief Executive Officer since June 2015 and as a member of our board of directors since July 2015. Dr. Morrison currently serves as a managing director of MPM Capital, a healthcare-focused venture capital firm, since June 2015. Prior to joining us, he served as Executive Vice President, Global Medicines Development and Chief Medical Officer at AstraZeneca plc, a publicly traded company, from January 2012 to June 2015, leading the company's global, late-stage development organization and serving as a member of the AstraZeneca senior executive team. He previously held a number of positions at Pfizer Inc., a publicly traded company, from 2007 to January 2012 that culminated in his appointment as Head, Medical Affairs, Safety and Regulatory Affairs for Pfizer's human health business, and also served in roles of increasing responsibility at Merck Research Laboratories, a division of Merck & Co., Inc., from 1995 to 2007, ascending to the role of Vice President, Clinical Sciences, Oncology, responsible for clinical development of all novel anti-cancer drugs. Dr. Morrison is on the board of Arvinas, Inc, Carisma Therapeutics, Repare Therapeutics and Werewolf Therapeutics, each of which is a publicly traded company, as well as the boards of several private companies. Dr. Morrison received a B.S. in Biology from Georgetown University and an M.D. from the University of Connecticut. We believe that Dr. Morrison's experience as an executive officer of other successful companies in the pharmaceutical industry gives him the qualifications, skills and financial expertise to serve as a member of our Board.

***Dennis G. Podlesak*** is a Class III director who has served as chairman of our board of directors since December 2008. Mr. Podlesak is the Chief Executive Officer and Managing Partner of Canaan Partners' Axceliux LLC, and is an Advisory Partner of Domain Associates, LLC which he joined in November 2007, both of which are life science-focused venture capital firms. Mr. Podlesak previously served as the Chairman of the board of Tobira Therapeutics, a publicly traded biopharmaceutical company that was acquired by Allergan plc. Mr. Podlesak also served on the board of Avanir Pharmaceuticals, a publicly traded biopharmaceutical company, through its acquisition by Otsuka Pharmaceuticals, and was a founding board member of Rightcare Solutions, which was acquired by Cardinal Health. Mr. Podlesak was also the founder and the Chief Executive Officer of Calixa Therapeutics, Inc., a privately held biopharmaceutical company that was acquired by Cubist Pharmaceuticals, and Mr. Podlesak was the Executive Chairman of Corthera, Inc., a privately held biopharmaceutical company which was acquired by Novartis AG. Earlier in his career, Mr. Podlesak served as the Founder and Chief Executive Officer of Cerexa, Inc., a privately held biotechnology company, which became a wholly owned subsidiary of Forest Laboratories, Inc. after being acquired by Forest. Prior to Cerexa, Mr. Podlesak served as the Chief Executive Officer of Peninsula Pharmaceuticals Inc., a privately held pharmaceutical company, and led the sale of Peninsula to Johnson & Johnson's Ortho-McNeil Pharmaceutical subsidiary. Prior to joining Peninsula, Mr. Podlesak held various executive management positions at Novartis AG, a publicly traded healthcare company, Allergan, plc, a publicly traded healthcare company and Smith Kline Beecham (now GlaxoSmithKline plc, a publicly traded pharmaceutical company). Mr. Podlesak received a B.A. and an M.B.A. from Pepperdine University, and has completed postgraduate studies at the Wharton School, University of Pennsylvania. We believe that Mr. Podlesak's experience in the venture capital industry, his experience as the Chief Executive Officer and Chairman of other successful companies in the biotechnology industry, his over 20 years of strategic, operational and commercial experience in the pharmaceutical industry, and his service as a director of other publicly traded and privately held life science companies give him the qualifications, skills and financial expertise to serve as a member of our Board.

## EXECUTIVE OFFICERS

The following table sets forth information regarding our executive officers who are not directors, as of the date of this proxy statement:

| Name | Age | Position(s) |
|---|---|---|
| Luke J. Albrecht | 44 | General Counsel and Secretary |
| Anjali Ganguli, Ph.D. | 47 | Chief Business Officer |
| Keith A. Goldan | 51 | Chief Financial Officer |
| Catherine Madigan, M.D. | 51 | Chief Medical Officer |
| Alexander Nolte | 51 | Vice President, Chief Accounting Officer |
| Peter Ordentlich, Ph.D. | 54 | Chief Scientific Officer |
| Steve M. Sabus | 57 | Chief Commercial Officer |

***Luke J. Albrecht*** has served as our General Counsel since August 2016 and as our Secretary since September 2016. Previously he was Vice President, General Counsel and Secretary, Chief Compliance Officer for Boston Heart Diagnostics Corporation from March 2013 to May 2016. Prior to Boston Heart, Mr. Albrecht was in-house counsel for Advanced BioHealing, Inc. where he held senior legal positions from August 2009 and, following the company's acquisition by Shire plc, with Shire Regenerative Medicine, to December 2012. He practiced corporate and transactional law at the international law firms McDermott Will & Emery LLP from August 2004 to July 2007 and Cooley LLP from July 2007 to August 2009. Mr. Albrecht received a B.A. from the University of New Hampshire and a J.D. from Suffolk University Law School.

***Anjali Ganguli, Ph.D.*** has served as our Chief Business Officer since September 2021 and previously was Vice President, Corporate Development leading business development and investor relations since joining the company in May 2015. Prior to Syndax, Dr. Ganguli was VP Corporate Development at Regado Biosciences from February 2014 to May 2015, where she aided in the company's successful merger with Tobira Therapeutics, Inc. Previously, Dr. Ganguli held roles within Marketing and Commercial Assessments at Forest Laboratories, LLC, prioritizing due diligence opportunities and supporting business development transactions of clinical stage assets; and served as an equity research analyst at CIBC World Markets, covering mid and small cap biopharmaceutical companies. Dr. Ganguli received a B.S. in Biological Chemistry at the University of Chicago, a Ph.D. in Medicinal Chemistry at the University of Michigan and conducted research as a NIH post-doctoral fellow at the University of California, Berkeley.

***Keith A. Goldan*** has served as our Chief Financial Officer since June 2022. Prior to joining Syndax, Mr. Goldan served as Chief Financial Officer of Optinose, a publicly traded specialty pharmaceutical company, since January 2017, where he helped build the infrastructure to support the launch of its lead product in the United States. Prior to Optinose, he served as Chief Financial Officer and Senior Vice President of Fibrocell, a publicly traded cell and gene therapy company. Mr. Goldan's experience also includes Chief Financial Officer roles at NuPathe, PuriCore plc and Biosyn as well as financial roles at ViroPharma and KPMG. In these positions, Mr. Goldan led finance, accounting, IT, HR and corporate development teams and successfully raised capital through multiple IPOs, capital markets transactions and financing vehicles. Mr. Goldan received a B.S. in Finance from the Robert H. Smith School of Business at the University of Maryland and an M.B.A. from the Wharton School at the University of Pennsylvania.

***Catherine Madigan, M.D.*** has served as our Chief Medical Officer since March 2022. Prior to joining the Company, Dr. Madigan served as Vice President, Head of Clinical Development at Syros Pharmaceuticals. Prior to joining Syros, she served as Senior Medical Director at Alnylam Pharmaceuticals, and was a Medical Director in Biogen's Rare Disease Innovation Unit. Dr. Madigan previously held various academic positions of increasing responsibility at University of California San Diego/ Rady Children's Hospital San Diego. Dr. Madigan received a B.A. in Asian Studies from Dartmouth College and an M.D. from the Keck School of Medicine of the University of Southern California.

***Alexander Nolte*** has served as the Company's Vice President, Chief Accounting Officer since September 2021 and previously served as Vice President, Corporate Finance since February 2021 and as Corporate Controller since April 2017. Prior to that, he served as Corporate Controller from July 2015 to April 2017 at CoLucid Pharmaceuticals, responsible for the financial operations of the company. From September 2013 to July 2015, he served as Director of Revenue Recognition and International Accounting at Aegerion Pharmaceuticals. From March 2008 to September 2013, Mr. Nolte held several finance positions at Genzyme Corporation. He began his professional career at KPMG Accountants NV in the Netherlands and PricewaterhouseCoopers LLP in Boston, Massachusetts. Mr. Nolte received his B.S. in Accountancy, from The Hague University (the Netherlands) and is a licensed Certified Public Accountant in the State of Massachusetts.

***Peter Ordentlich, Ph.D.*** co-founded the Company in October 2005 and has served as our Chief Scientific Officer since September 2016. Dr. Ordentlich previously served as our Chief Technical Officer from November 2013 to August 2016, our Vice President, Translational Medicine from January 2012 to October 2013, our Executive Director, Translational Science from January 2011 to December 2011, and our Director, Scientific Affairs and Strategic Alliances from January 2008 to December 2010. Prior to founding the company, Dr. Ordentlich was a scientist at the Salk Institute for Biological Studies, a biological research non-profit organization. He also spent five years as a research scientist at X-Ceptor Therapeutics, Inc., a drug discovery company, which was acquired by Exelixis, Inc. Dr. Ordentlich received a B.A. in Biochemistry and a Ph.D. in Immunology from the University of Pennsylvania.

***Steve M. Sabus*** has served as our Chief Commercial Officer since December 2022. Prior to joining Syndax, Mr. Sabus served as Chief Commercial Officer at Turning Point Therapeutics before its acquisition by BMS. Before Turning Point, Mr. Sabus held senior commercial roles at Astellas Pharma for over 15 years, most recently serving as Senior Vice President, Head of Oncology. Earlier in his tenure at Astellas, Mr. Sabus headed the U.S. Medical Specialties business unit where he designed commercial strategies to extend the portfolio and increase market impact across therapeutic areas. Additionally, he was the General Manager of Astellas Canada, where his team launched Xospata®. Before Astellas, Mr. Sabus spent 16 years at Johnson & Johnson in commercial roles of increasing responsibility. Mr. Sabus received his Bachelor of Arts in Marketing & Sales Management at the University of Northern Iowa.

## THE BOARD OF DIRECTORS AND ITS COMMITTEES

### Board Diversity

The Board diversity matrix, below, provides the diversity statistics for our Board of Directors. Our previous year's disclosure can be found in our definitive proxy statement filed with the SEC on March 29, 2022.

| Board Diversity Matrix (As of , 2023) | | | | |
|---|---|---|---|---|
| Total Number of Directors | 8 | | | |
| | **Female** | **Male** | **Non-Binary** | **Did Not Disclose Gender** |
| **Part I: Gender Identity** | | | | |
| Directors | 1 | 6 | – | 1 |
| **Part II: Demographic Background** | | | | |
| African American or Black | – | – | – | – |
| Alaskan Native or Native American | – | – | – | – |
| Asian | – | – | – | – |
| Hispanic or Latinx | – | – | – | – |
| Native Hawaiian or Pacific Islander | – | – | – | – |
| White | 1 | 6 | – | – |
| Two or More Races or Ethnicities | – | – | – | – |
| LGBTQ+ | – | | | |
| Did Not Disclose Demographic Background | 1 | | | |

### Board Independence

Rule 5605 of the Nasdaq Listing Rules requires that independent directors compose a majority of a listed company's board of directors. In addition, the Nasdaq Listing Rules require that, subject to specified exceptions including certain phase-in rules, each member of a listed company's audit, compensation, and nominating and corporate governance committees be independent and that audit committee members also satisfy independence criteria set forth in Rule 10A-3 under the Exchange Act. Under Nasdaq Listing Rule 5605(a)(2), a director will only qualify as an "independent director" if, in the opinion of our Board, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. To be considered independent for purposes of Rule 10A-3 under the Exchange Act, a member of an audit committee of a listed company may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee: (i) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the company or any of its subsidiaries; or (ii) be an affiliated person of the company or any of its subsidiaries. In addition to satisfying general independence requirements under the Nasdaq Listing Rules, members of the compensation committee must also satisfy additional independence requirements set forth in Rule 10C-1 under the Exchange Act and Nasdaq Listing Rule 5605(d)(2). Pursuant to Rule 10C-1 under the Exchange Act and Nasdaq Listing Rule 5605(d)(2), in affirmatively determining the independence of a member of a compensation committee of a listed company, the board of directors must consider all factors specifically relevant to determining whether that member has a relationship with the company that is material to that member's ability to be independent from management in connection with the duties of a compensation committee member, including: (a) the source of compensation of such member, including any consulting, advisory or other compensatory fee paid by the company to such member; and (b) whether such member is affiliated with the company, a subsidiary of the company or an affiliate of a subsidiary of the company.

Consistent with these considerations, after review of all relevant identified transactions or relationships between each director, or any of his or her family members, and the Company, its senior management and its independent auditors, our Board has affirmatively determined that all our directors, except Michael A. Metzger, who serves as our Chief Executive Officer, and Briggs W. Morrison, M.D., who serves as our President and Head of Research and Development, are independent directors within the meaning of the applicable Nasdaq Listing Rules and SEC rules. In making this determination, our Board has determined, upon the recommendation of our Nominating and Corporate Governance Committee, that none of these directors has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is independent within the meaning of the director independence standards established by the SEC and the Nasdaq Listing Rules. The Board also determined that each member of our Audit, Compensation and Nominating and Corporate Governance Committees satisfies the independence standards for such committees established by the SEC and the Nasdaq Listing Rules, as applicable.

At least annually, our Board will evaluate all relationships between us and each director considering relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director's ability to satisfy his or her responsibilities as an independent director. Based on this evaluation, our Board will make an annual determination of whether each director is independent within the meaning of Nasdaq and the SEC independence standards.

**Board Meetings and Attendance**

Our Board held four meetings during the fiscal year ended December 31, 2022. Each of the incumbent directors attended 100% of the total meetings of the Board and at least 75% of the meetings of the committees of the Board on which he or she served during the fiscal year ended December 31, 2022 (in each case, which were held during the period for which he or she was a director and/or a member of the applicable committee). It is our policy to encourage our directors to attend the Annual Meeting. All of our directors attended our 2022 annual meeting of stockholders.

**Board Committees**

Our Board has established four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Science and Technology Committee, each of which is composed solely of independent directors and is described more fully below. Each committee operates pursuant to a written charter and each committee reviews and assesses the adequacy of its charter and submits its charter to the Board for approval. The charters for each committee are all available on the investor relations portion of our website, www.syndax.com. The inclusion of our website address here and elsewhere in this proxy statement does not include or incorporate by reference the information on our website into this proxy statement.

The following table provides membership and meeting information for the year ended December 31, 2022 for each committee:

| Name | Audit Committee | Compensation Committee | Nominating and Corporate Governance Committee | Science and Technology |
|---|---|---|---|---|
| Martin H. Huber, M.D. | | | | 👤 |
| Jennifer Jarrett | | | 👥 | 👥 |
| Keith A. Katkin 🖩 | 👥 | 👤 | 👥 | 👥 |
| Pierre Legault 🖩 | 👤 | 👥 | 👥 | |
| Dennis G. Podlesak | 👥 | 👥 | 👤 | |
| **Total committee meetings in 2022** | **8** | **4** | **3** | **5** |

👤 Chair 👥 Member

🖩 Financial Expert

Below is a description of each committee of the Board.

***Audit Committee***

Messrs. Katkin, Legault and Podlesak, served as members of the Audit Committee during 2022, with Mr. Legault serving as chair of the committee. Our Board has determined that each current member of the Audit Committee meets the independence requirements of Rule 10A-3 under the Exchange Act and the applicable listing standards of Nasdaq. Our Board determined that Messrs. Katkin and Legault are currently each an "audit committee financial expert," both within the meaning of the SEC regulations and applicable listing standards of Nasdaq. The report of the Audit Committee is included in this proxy statement under "Report of the Audit Committee." The functions of our Audit Committee include, among other things:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;

- approving audit and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing the audit plan with the independent registered public accounting firm and members of management responsible for preparing our financial statements;
- reviewing and discussing with management and the 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;
- reviewing the adequacy of our internal control over financial reporting;
- 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 the 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 the rules of the SEC to be included in our annual proxy statement;
- overseeing and discussing with management, at least annually, the Company's policies with respect to risk assessment and risk management;
- reviewing all related party transactions for potential conflict of interest situations and approving all such transactions;
- monitoring compliance with our investment policy; and
- reviewing quarterly earnings releases.

***Report of the Audit Committee***

*The material in this report is not "soliciting material," is not deemed filed with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*

The audit committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2022 with management of the Company. The audit committee has discussed with our independent registered public accounting firm, Deloitte & Touche LLP, the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("***PCAOB***") and the SEC. The audit committee has also received the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the PCAOB regarding Deloitte & Touche LLP's communications with the audit committee concerning independence, and has discussed with Deloitte & Touche LLP the firm's independence. Based on the foregoing, the audit committee recommended to the Board that our audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 for filing with the SEC.

Syndax Pharmaceuticals, Inc.
Audit Committee

Pierre Legault, Chair
Keith A. Katkin
Dennis G. Podlesak

***Compensation Committee***

Messrs. Katkin, Legault and Podlesak served as members of the Compensation Committee during 2022, with Mr. Katkin serving as chair of the committee. Our Board has determined that each current member of the Compensation Committee is "independent" as defined under the applicable listing standards of Nasdaq. The functions of our Compensation Committee include, among other things:

- annually reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer;
- evaluating the performance of our Chief Executive Officer considering such corporate goals and objectives and determining the compensation of our Chief Executive Officer;
- reviewing and approving the compensation of our other executive officers and certain other members of senior management;
- appointing, compensating and overseeing the work of any compensation consultant, legal counsel or other advisor retained by the Compensation Committee;
- conducting the independence assessment outlined in Nasdaq rules with respect to any compensation consultant, legal counsel or other advisor retained by the Compensation Committee;
- annually reviewing and reassessing the adequacy of the committee charter in its compliance with the listing requirements of Nasdaq;
- reviewing and establishing our overall management compensation, philosophy and policy;
- overseeing and administering our compensation and similar plans;
- reviewing and approving our policies and procedures for the grant of equity-based awards;
- reviewing and making recommendations to the Board with respect to director compensation;
- reviewing and discussing with management the Company's Compensation Discussion and Analysis required to be included in any filing with the SEC; and
- reviewing and discussing with the Board corporate succession plans for the Chief Executive Officer and other key officers.

In fulfilling its responsibilities, the Compensation Committee may delegate any or all its responsibilities to a subcommittee of the Compensation Committee, but only to the extent consistent with our Certificate of Incorporation, Bylaws, our Corporate Governance Guidelines, Section 162(m) of the Internal Revenue Code of 1986, as amended (the "***Code***") (as applicable), the Nasdaq Listing Rules and other applicable law. In addition, pursuant to its charter, the Compensation Committee has the sole authority, in its sole discretion, to retain compensation consultants to assist the Compensation Committee with its functions, including any studies or investigations. The Compensation Committee engaged the Human Capital Solutions of Aon plc ("***Aon***") as a compensation consultant in 2022. At the request of the Compensation Committee, Aon evaluated and provided recommendations regarding our executive and Board equity compensation programs and peer equity trends, which is discussed in the Compensation Discussion and Analysis section of this proxy statement.

Under its charter, the Compensation Committee may form, and delegate authority to, subcommittees consisting of one or more members of the Board, as well as to the Chief Executive Officer (in each case whether or not he or she is on the Compensation Committee), to the extent allowed under applicable law and stock exchange listing requirements. In 2022, the Compensation Committee formed a subcommittee, currently composed of Mr. Metzger, to which it delegated authority to grant, without any further action required by the Compensation Committee, stock options and restricted stock awards to employees who are not executive officers of the Company. The purpose of this delegation of authority is to enhance the flexibility of equity administration within the Company and to facilitate the timely grant of equity to non-executive employees, particularly new employees, within specified limits approved by the Compensation Committee. In particular, the subcommittee may not grant options to acquire more than an aggregate of 100,000 shares to employees, as and when hired. As part of its oversight function, the Compensation Committee reviews, on a quarterly basis, the list of grants made by the subcommittee and reviews, on an annual basis, the adequacy of the subcommittee grant pool for potential future grants. In 2022, the Compensation Committee approved an increase in the aggregate number of shares available to the subcommittee, providing for an additional 1,738,500 shares available for grants.

Historically, our Compensation Committee has made most of the significant adjustments to annual compensation, determined bonus and equity awards and established new performance objectives at one or more meetings held during the last quarter of the year. However, our Compensation Committee also considers matters related to individual compensation, such as compensation for new executive hires, as well as high-level strategic issues, such as the efficacy of our compensation strategy, potential modifications to that strategy and new trends, plans or approaches to compensation, at various meetings throughout the year. Generally, the Compensation Committee's process comprises two related elements: the determination of compensation levels and the establishment of performance objectives for the current year. For executives other than the Chief Executive Officer, our Compensation Committee solicits and considers evaluations and recommendations submitted to the Compensation Committee by the Chief Executive Officer. In the case of the Chief Executive Officer, the evaluation of his performance is conducted by the Compensation Committee, which determines any adjustments to his compensation as well as awards to be granted. For all executives and directors as part of its deliberations, the Compensation Committee may review and consider, as appropriate, materials such as financial reports and projections, operational data, tax and accounting information, tally sheets that set forth the total compensation that may become payable to executives in various hypothetical scenarios, executive and director stock ownership information, company stock performance data, analyses of historical executive compensation levels and current Company-wide compensation levels, including analyses of executive and director compensation paid at a peer group of other companies approved by our Compensation Committee.

The specific determinations of the Compensation Committee with respect to executive compensation for fiscal 2022 are described in greater detail in the Compensation Discussion and Analysis section of this proxy statement.

***Nominating and Corporate Governance Committee***

Ms. Jarrett and Messrs. Katkin, Legault and Podlesak served as members of the Nominating and Corporate Governance Committee during 2022, with Mr. Podlesak serving as chair of the committee. Our Board has determined that each member of the Nominating and Corporate Governance Committee is "independent" as defined under the applicable listing standards of Nasdaq. The functions of our Nominating and Corporate Governance Committee include, among other things:

- developing and recommending to the Board criteria for membership of the Board and committees;
- establishing procedures for identifying and evaluating Board candidates, including candidates recommended by stockholders;
- identifying individuals qualified to become members of the Board;
- recommending to the Board the persons to be nominated for election as directors and to each of the committees of the Board;
- developing and recommending to the Board a set of corporate governance guidelines; and
- overseeing the evaluation of the Board and management.

***Science and Technology Committee***

Dr. Huber, Ms. Jarrett and Mr. Katkin served as members of the Science and Technology Committee during 2022, with Dr. Huber serving as chair of the committee. The functions of our Science and Technology Committee include, among other things:

- providing recommendations to the Board and management on research and development portfolio structure and optimization;
- providing recommendations to the Board and management on path to clinic and path to market strategies for the Company's programs;
- providing recommendations to the Board and management on potential buy-side business development opportunities from a scientific, medical and regulatory perspective;
- assisting management in screening and technically evaluating buy-side business development opportunities from a scientific, medical and regulatory perspective; and
- supporting management in strategizing, messaging and networking with respect to sell-side business development opportunities from a scientific and technical perspective.

Our Board may establish other committees from time to time.

**Identifying and Evaluating Director Nominees**

Our Board is responsible for selecting its own members. The Board delegates the selection and nomination process to the Nominating and Corporate Governance Committee, with the expectation that other members of the Board, and of management, will be requested to take part in the process as appropriate.

Generally, our Nominating and Corporate Governance Committee identifies candidates for director nominees in consultation with management, using 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, our Nominating and Corporate Governance Committee confirms that the candidates meet all the minimum qualifications for director nominees established by the Nominating and Corporate Governance Committee. In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews these directors' overall service to us during their tenure, including the number of meetings attended, level and quality of participation and any other relationships and transactions that might impair the directors' independence. The Nominating and Corporate Governance Committee may gather information about the candidates through interviews, detailed questionnaires, 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 considering the overall composition and needs of our Board. Based on the results of the evaluation process, the Nominating and Corporate Governance Committee recommends candidates for the Board's approval as director nominees for election to the Board. The Nominating and Corporate Governance Committee will also consider candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the way it evaluates candidates based on whether the candidate was recommended by a stockholder.

Our Nominating and Corporate Governance Committee considers, among other things, the following qualifications, skills and attributes when recommending candidates for the Board's selection as director nominees for the Board and as candidates for appointment to the Board's committees: a director nominee shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment, and shall be most effective, in conjunction with the other director nominees to the Board, in collectively serving the long-term interests of the stockholders.

In evaluating proposed director candidates, our Nominating and Corporate Governance Committee may consider, in addition to the minimum qualifications and other criteria for board membership approved by the Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, diversity considerations, the skills of the proposed director candidate, his or her depth and breadth of professional experience or other background characteristics, his or her independence and the needs of the Board. We have no formal policy regarding board diversity, but believe that our Board, taken as a whole, should embody a diverse set of skills, experiences and backgrounds. In this regard, the committee also takes into consideration the diversity (for example, with respect to gender, race and national origin) of our board members. The committee does not make any particular weighting of diversity or any other characteristic in evaluating nominees and directors. Our committee's priority in selecting board members is identification of persons who will further the interests of our company through his or her established record of professional accomplishment, the ability to contribute positively to the collaborative culture among board members, and professional and personal experiences and expertise relevant to our growth strategy.

**Non-Management Director Meetings**

In addition to the meetings of the committees of the Board described above, in connection with the Board meetings, the independent directors met four times in regularly scheduled executive sessions during the fiscal year ended December 31, 2022. The Chairman of the Board presides at these executive sessions. The Audit Committee and the Board have established a procedure whereby interested parties may make their concerns known to independent directors, which is described on our website.

**Compensation Committee Interlocks and Insider Participation**

The Compensation Committee consists of the following members: Pierre Legault, Keith A. Katkin and Dennis G. Podlesak. No voting member of the Compensation Committee is an officer of the Company or has served as an officer of the Company, including its affiliates, at any time. None of our executive officers serve as a member of the Compensation Committee of any other company that has an executive officer serving as a member of the Company's Board of Directors. None of our executive officers serve as a member of the board of directors of any other company that has an executive officer serving as a member of our Board's Compensation Committee. None of our executive officers serve as a member of the compensation committee of any other company that has an executive officer serving as a member of our Board's Compensation Committee.

**Leadership Structure and Risk Oversight**

The positions of our Chairman of the Board and Chief Executive Officer of the Company are separated, with Mr. Podlesak serving as Chairman and Mr. Metzger as our Chief Executive Officer. As a general policy, our Board believes that separation of the positions of Chairman and Chief Executive Officer reinforces the independence of the Board from management, creates an environment that encourages objective oversight of management's performance and enhances the effectiveness of the Board.

Our Board recognizes that depending on the circumstances, other leadership models, such as combining the role of Chairman of the Board with the role of Chief Executive Officer, might be appropriate. Accordingly, our Board may periodically review its leadership structure. Our Board believes its administration of its risk oversight function has not affected its leadership structure.

Our Board oversees the management of risks inherent in the operation of our business and the implementation of our business strategies. Our Board performs this oversight role by using several different levels of review. In connection with its reviews of the operations and corporate functions of our company, our Board addresses the primary risks associated with those operations and corporate functions. In addition, our Board reviews the risks associated with our Company's business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies. Additionally, the Board reviews at least annually the Company's business initiatives, capital projects and budget matters.

Certain of the committees of our Board also oversee the management of the Company's risk that falls within such committee's areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors. Our Chief Financial Officer and/or our Chief Accounting Officer periodically provides reports to the Audit Committee and is responsible for identifying, evaluating and implementing risk management controls and methodologies to address any identified risks. In connection with its risk management role, our Audit Committee meets privately with representatives from our independent registered public accounting firm. The Audit Committee, as part of its responsibilities, oversees the Company's significant financial and operational risk exposures, including but not limited to accounting matters, liquidity and credit risks, corporate tax positions, insurance coverage, and cash investment strategy and results. The Audit Committee is also responsible for overseeing the management of risks relating to the performance of the Company's internal audit function (if required) and its independent registered accounting firm, as well as the Company's systems of internal controls and disclosure controls and procedures. Audit committee responsibilities also include oversight of cybersecurity risk management, and, to that end, the committee typically meets at least annually with both IT and business personnel responsible for cybersecurity risk management and receives periodic reports from the head of cybersecurity risk management, as well as incidental reports as matters arise. The Compensation Committee is responsible for overseeing the Company's major compensation-related risk exposures, including risks related to executive compensation and overall compensation and benefit strategies, plans, arrangements, practices and policies. The Nominating and Corporate Governance Committee oversees the Company's major legal compliance risk exposures, including the company's procedures and any related policies with respect to risk assessment and risk management. The Science and Technology Committee assists and advises the Board with respect to scientific research and development matters. These committees provide regular reports to the full Board.

**Code of Business Conduct and Ethics**

We have adopted a Code of Business Conduct and Ethics that applies to all officers, directors and employees. The Code of Business Conduct and Ethics is available on our website at www.syndax.com. If we make any substantive amendments to the Code of Business Conduct and Ethics or grants any waiver from a provision of the Code to any executive officer or director, we will promptly disclose the nature of the amendment or waiver on its website.

**Corporate Governance Guidelines**

The Board has adopted Corporate Governance Guidelines to assure that the Board will have the necessary authority and practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to, among other things, board membership criteria and selection, board meetings and committees, risk oversight, management review and responsibility, including performance evaluation and succession planning. The Corporate Governance Guidelines are available in the "Investors–Corporate Governance" section of our website, www.syndax.com.

**Environmental, Social and Governance Commitment**

In addition to the foregoing descriptions of our governance policies and practices, the following is a summary of our environmental and social commitment policies and practices:

- **Sustainability**: The Company leases each of its office facilities and does not operate any of its own research and development facilities. Nonetheless, we continually review our environmental impact and ways in which we can operate more responsibly and sustainably. The Company has been methodically minimizing its use of paper records in favor of electronic records and has a robust recycling program in each office for paper, batteries and electronic equipment. Employees have flexibility to work from home or utilize public transportation when commuting to an office facility. Electric car charging stations are available to employees at our Massachusetts office location.
- **Human Capital Management**: We have a vibrant and growing culture and are committed to the health and welfare of our employees. Our important work to realize a future in which people with cancer live longer and better than ever before requires a specialized and dedicated workforce. We support the development of our employees with a generous compensation and benefits package, internal advancement, and individualized development opportunities. We also offer multiple internships each year, which we believe will help foster a diverse workforce. Company leaders participate as mentors in a leadership development initiative to increase biotechnology industry diversity and the Company sponsors employee participation in the program. Our annual voluntary turnover rate has been less than 16% for the last 3 fiscal years and our annual internal promotion rate has ranged from 13 – 24% annually.
- **Workforce Diversity**: We believe that a diverse workforce is critical to our success and we are fundamentally committed to creating and maintaining a work environment in which employees are treated fairly, with dignity, decency, respect and in accordance with all applicable laws. We understand that varied perspectives lead to the best ideas and outcomes. We believe that by creating a workplace where every individual can feel welcome and valued, we will be better able to achieve our corporate objectives. Our recruitment, hiring, development, training, compensation, and advancement is based on qualifications, performance, skills, and experience without regard to gender, race or ethnicity. As of December 31, 2022, women comprise 62% of our employee workforce and 58% of our employee leaders at the level of director or above. We do not ask our employees to self-identify as racial and ethnic minorities and therefore do not maintain any metrics on this information.
- **Corporate Responsibility**: We are committed to the communities in which we operate. Some of the initiatives that we were most proud of in 2022 included continuing support for the scientific, medical, patient and local communities in which we operate, including disease awareness and supporting community needs through both participation in events as well as charitable giving to the community at large.

### Policy Prohibiting Hedging and Pledging

Pursuant to our Insider Trading Policy, our officers, directors, employees and consultants are prohibited from engaging in transactions in publicly traded options, such as puts and calls, and other derivative securities with respect to our common stock at any time. This prohibition extends to any hedging, pledging or similar transaction designed to decrease the risks associated with holding our securities.

### Stockholder Communications with Our Board of Directors

The Board has adopted a formal process by which stockholders may communicate with the Board or any of its directors. Stockholders wishing to communicate directly with our Board may send correspondence to our Secretary, c/o Syndax Pharmaceuticals, Inc., 35 Gatehouse Drive, Building D, Floor 3, Waltham, Massachusetts 02451. Our Secretary will forward all comments directly to the Board. These communications will be reviewed by the Secretary of the Company designated by the Board who will determine whether the communication is appropriate for presentation to the Board or the relevant director. The purpose of this screening is to allow the Board to avoid having to consider irrelevant or inappropriate communications (such as advertisements, solicitations and hostile communications).

## PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION

At the 2022 Annual Meeting of Stockholders, the stockholders indicated their preference that the Company solicit a non-binding advisory vote on the compensation of the named executive officers, commonly referred to as a "say-on-pay vote," every year. The Board has adopted a policy that is consistent with that preference. In accordance with that policy, this year, the Company is again asking the shareholders to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in this proxy statement in accordance with SEC rules.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. The compensation of our named executive officers subject to the vote is disclosed in the Compensation Discussion and Analysis, compensation tables and the related narrative disclosure contained in this proxy statement. As disclosed in those disclosures, we believe that our compensation policies and decisions are consistent with current market practices. Compensation of our named executive officers is designed to enable the Company to attract and retain talented and experienced executives to lead us successfully in a competitive environment.

Accordingly, the Board is asking the stockholders to indicate their support for the compensation of the Company's named executive officers as described in this proxy statement by casting a non-binding advisory vote "FOR" the following resolution:

> "**RESOLVED**, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED."

The vote is advisory and therefore not binding on the Board or the Company. Nevertheless, the views expressed by our stockholders, whether through this vote or otherwise, are important to management and the Board and, accordingly, the Board and the Compensation Committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements.

Unless the Board decides to modify its policy regarding the frequency of soliciting say-on-pay votes on the compensation of the Company's named executive officers, the next scheduled say-on-pay vote will be at the 2024 Annual Meeting of Stockholders.

### Vote Required

Advisory (non-binding) approval of our executive compensation requires an affirmative vote from the holders of a majority of the voting power of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting. Abstentions will have the same effect as a vote "AGAINST" this proposal.

### Our Recommendation

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE EXECUTIVE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS (PROPOSAL 2 ON YOUR NOTICE OF INTERNET AVAILABILITY)**

## PROPOSAL 3: RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The firm of Deloitte & Touche LLP, independent registered public accounting firm, has been selected by the Audit Committee as our auditors for the fiscal year ending December 31, 2023. Deloitte & Touche LLP acted as the independent registered public accounting firm for Syndax since 2008. A representative of Deloitte & Touche LLP is expected to be available at the Annual Meeting with the opportunity to make a statement if he or she desires and to respond to appropriate questions.

The Company's organizational documents do not require that the stockholders ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm. The Company requests such ratification as a matter of good corporate practice. If the stockholders do not ratify the selection, the Audit Committee will reconsider whether to retain Deloitte & Touche LLP, but still may retain this firm. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of Syndax and its stockholders.

### Vote Required

The affirmative vote of the holders of a majority of the voting power of the shares present in person or represented by proxy and entitled to vote on the matter at the Annual Meeting will be required to ratify the selection of Deloitte & Touche LLP. Abstentions will have the same effect as a vote "AGAINST" this proposal.

### Pre-Approval Policies and Procedures

Our Audit Committee approves all audit and pre-approves all non-audit services provided by Deloitte & Touche LLP before it is engaged by us to render non-audit services. These services may include audit-related services, tax services and other services.

The pre-approval requirement set forth above does not apply with respect to non-audit services if:

- all such services do not, in the aggregate, amount to more than 5% of the total fees paid by us to Deloitte & Touche LLP during the fiscal year in which the services are provided;
- such services were not recognized as non-audit services at the time of the relevant engagement; and
- such services are promptly brought to the attention of and approved by the Audit Committee (or its delegate) prior to the completion of the annual audit.

The Audit Committee elected to delegate pre-approval authority to the chairperson of the Audit Committee to approve any one or more individual permitted non-audit services for which estimated fees do not exceed $100,000 as well as adjustments to any estimated pre-approval fee thresholds up to $50,000 for any individual service. Any services that would exceed such limits should be pre-approved by the full Audit Committee. The chairperson shall report any pre-approval granted at the next scheduled meeting of the Audit Committee.

### Independent Registered Public Accounting Firm Fees

The following is a summary and description of fees incurred by Deloitte & Touche LLP for the fiscal years ended December 31, 2022 and 2021. All fees described below were pre-approved by the Audit Committee.

| | Fiscal year 2022 | Fiscal year 2021 |
|---|---|---|
| Audit fees (1) | $ 940,222 | $ 658,400 |
| Audit-related fees (2) | $ 197,500 | $ 291,499 |
| Tax fees (3) | $ — | $ 51,750 |
| **Total fees** | **$ 1,137,722** | **$ 1,001,649** |

(1) Audit fees consist of fees for our quarterly reviews and audit of our annual financial statements.

(2) Audit-related fees are fees related to services performed in connection with registration statements or other regulatory filings with the SEC, comfort letters, consents, and fees for accounting consultation.

(3) Tax fees are related to tax advisory services rendered in connection with the determination of whether the Company experienced an "ownership change" as specified in Section 382 of the Internal Revenue Code.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL 3 ON YOUR NOTICE OF INTERNET AVAILABILITY)**

## PROPOSAL 4: APPROVAL OF AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

### Background Regarding Proposed Amendment

The Board is asking stockholders to approve an amendment to the Certificate of Incorporation to increase the authorized number of total shares of all classes of stock that the Corporation has authority to issue from 110,000,000 shares to 210,000,000 shares, consisting of two classes: (1) 200,000,000 shares of common stock, $0.0001 par value per share, and (2) 10,000,000 shares of preferred stock, $0.001 par value per share, such amendment (the "***Proposed Certificate Amendment***"). On March 28, 2023, our Board adopted resolutions approving the Proposed Certificate Amendment in substantially the form attached as Appendix A hereto.

If our stockholders approve the Proposed Certificate Amendment, which the Board has approved and declared advisable, we expect to file a certificate of amendment with the Secretary of State of the State of Delaware to increase the number of authorized shares of our common stock and capital stock as soon as practicable following stockholder approval. In this regard, upon filing of the Proposed Certificate Amendment with the Secretary of State of the State of Delaware, the first paragraph of Article IV of the Certificate of Incorporation would be amended as follows, with the proposed additions underlined and proposed deletions stricken through:

"**1. Total Authorized**. The total number of shares of all classes of stock that the Corporation has authority to issue is ~~110,000,000~~ 210,000,000 shares, consisting of two classes: ~~100,000,000~~ 200,000,000 shares of common stock, $0.0001 par value per share ("**Common Stock**"), and 10,000,000 shares of preferred stock, $0.001 par value ("**Preferred Stock**")."

Under the Proposed Certificate Amendment, the authorized number of shares of preferred stock, of which none are currently outstanding, would remain unchanged.

As of March 22, 2023, the Record Date, our common stock share utilization was as follows:

| | **Number of Shares of Common Stock** |
|---|---|
| Authorized for issuance | 100,000,000 |
| Issued and outstanding | 68,495,426 |
| Reserved for issuance | |
| Issuable pursuant to outstanding equity awards under equity compensation plans, and inducement awards | 9,944,054 |
| Reserved and available for future issuance under our equity compensation plans | 5,454,134 |
| Issuable upon the exercise of our existing prefunded warrants | 1,058,858 |
| Total share usage (sum of issued and outstanding and reserved for issuance) | 84,952,472 |
| Total share usage as percentage of authorized | 84.95 % |

As a result, only approximately 15,047,528 shares of our common stock (or 15.05% of the total authorized shares) remain available for future issuance.

The Proposed Certificate Amendment would increase the number of shares of common stock that we are authorized to issue from 100,000,000 shares of common stock to 200,000,000 shares of common stock, representing an increase of 100,000,000 shares of authorized common stock, with a corresponding increase in the total authorized capital stock, which includes common stock and preferred stock, from 110,000,000 shares to 210,000,000 shares.

### Reasons for the Increase in Authorized Shares

Since the commencement of our operations, we have devoted substantially all of our resources to performing research and development activities in support of our product development efforts, hiring personnel, raising capital to support and expand such activities and providing general and administrative support for these operations. We do not have any products approved for sale and have not generated any revenue from product sales. We have funded our operations to date primarily from the issuance and sale of convertible preferred stock, public offerings of common stock and pre-funded warrants to purchase common stock and debt. We expect to continue to incur significant losses for the foreseeable future. We anticipate that a substantial portion of our capital resources and efforts in the foreseeable future will be focused on discovering new potential therapeutics, completing the necessary development, obtaining regulatory approval and preparing for commercialization of our product candidates. We will require additional financing to fund working capital and pay our obligations. We may pursue financing opportunities through the issuance of debt or equity.

The Board believes that the availability of additional authorized shares of common stock is needed to provide us with additional flexibility to issue common stock for a variety of general corporate purposes as the Board may determine to be desirable. The additional shares of common stock, if approved, may be used for various purposes without further stockholder approval. This includes, but is not limited to, using common stock as consideration for acquisitions, mergers, business combinations or other corporate transactions, raising equity capital, including any future at-the-market equity programs, adopting additional employee benefit plans or reserving additional shares for issuance under existing plans, implementing stock splits or stock dividends and other general corporate purposes. At present, we do not have any plans, arrangements or understandings to issue any of the additional shares of common stock that would be available as a result of the approval of this proposal, other than through the Company's existing at-the-market offering program and through our existing equity compensation plans. However, unless our stockholders approve the Proposed Certificate Amendment, we may not have sufficient unissued and unreserved authorized shares to engage in similar transactions in the future.

Further, our success also depends in part on our continued ability to attract, retain, and motivate highly qualified management and key personnel. If this proposal is not approved by our stockholders, the lack of unissued and unreserved authorized shares of common stock to provide future equity incentive opportunities could adversely impact our ability to achieve these goals.

**Effect of Increase in Authorized Shares**

The Proposed Certificate Amendment would not change the number of shares of common stock outstanding, nor will it have any immediate dilutive effect. However, if this proposal is approved, unless otherwise required by applicable law or Nasdaq rules, the Board will be able to issue the additional shares of common stock from time to time in its discretion without further action or authorization by the stockholders. Any future issuance of additional shares of common stock authorized by the Proposed Certificate Amendment may occur at times or under circumstances as to have a dilutive effect on earnings per share, book value per share or the percentage voting or ownership interest of the present holders of our common stock, none of whom have preemptive rights under the Certificate of Incorporation to subscribe for additional securities that we may issue.

The Proposed Certificate Amendment has been prompted by business and financial considerations. The Board currently is not aware of any attempt by a third-party to accumulate shares of common stock or take control of the Company by means of a merger, tender offer or solicitation in opposition to management or the Board. Moreover, we currently have no plans to issue newly authorized shares of common stock to discourage third parties from attempting to take over the Company. However, the Proposed Certificate Amendment could, under certain circumstances have an anti-takeover effect or delay or prevent a change in control of the Company by providing the Company the capability to engage in actions that would be dilutive to a potential acquiror, to pursue alternative transactions, or to otherwise increase the potential cost to acquire control of the Company. Thus, while we currently have no intent to use the additional authorized shares as an anti-takeover device, the Proposed Certificate Amendment may have the effect of discouraging future unsolicited takeover attempts.

Once the Proposed Certificate Amendment is approved, no further action by the stockholders would be necessary prior to the issuance of additional shares of common stock unless required by applicable law or Nasdaq rules. Each of the newly authorized shares of common stock will have the same rights and privileges as currently authorized shares of common stock. Adoption of the Proposed Certificate Amendment will not affect the rights of the holders of currently outstanding common stock, nor will it change the par value of the common stock.

**Vote Required**

The affirmative vote from the holders of a majority of the voting power of the shares of our common stock present in person or represented by proxy and entitled to vote on the matter. Abstentions will have the same effect as a vote "AGAINST" this proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION (PROPOSAL 4 ON YOUR NOTICE OF INTERNET AVAILABILITY)**

## COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis ("***CD&A***") discusses the principles and objectives underlying our policies and decisions with respect to the 2022 compensation of our named executive officers ("***NEOs***") and other material factors relevant to an analysis of these policies and decisions. This CD&A is intended to be read in conjunction with the tables that immediately follow this section.

| Name | Position |
|---|---|
| Michael A. Metzger [(1)] | Chief Executive Officer |
| Keith A. Goldan [(2)] | Chief Financial Officer |
| Luke J. Albrecht | General Counsel and Secretary |
| Catherine Madigan, M.D. [(3)] | Chief Medical Officer |
| Steve M. Sabus [(4)] | Chief Commercial Officer |
| Briggs W. Morrison, M.D. [(5)] | President, Head of Research and Development and Former Chief Executive Officer |
| Alexander Nolte [(6)] | Vice President, Chief Accounting Officer and Former Interim Principal Financial Officer |

(1) Mr. Metzger was appointed as Chief Executive Officer and principal executive officer as of February 2, 2022. Before that he served as President and Chief Operating Officer.

(2) Mr. Goldan was appointed as Chief Financial Officer effective June 13, 2022.

(3) Dr. Madigan was appointed as Chief Medical Officer effective March 1, 2022.

(4) Mr. Sabus was appointed as Chief Commercial Officer effective December 5, 2022.

(5) Dr. Morrison transitioned from his role as Chief Executive Officer and principal executive officer to President, Head of Research and Development as of February 2, 2022.

(6) Mr. Nolte served as interim principal financial officer from October 21, 2021 until June 12, 2022.

### Company Overview

We are a clinical-stage biopharmaceutical company developing an innovative pipeline of cancer therapies. Our current portfolio includes two investigational products, both currently in pivotal trials. We are focused on our determination to realize a future in which people with cancer live longer and better than ever before.

### Leadership Transitions

On February 2, 2022, Dr. Morrison transitioned from his role as Chief Executive Officer to President, Head of Research and Development. Dr. Morrison has since continued to lead the Company's research and development efforts and serve as a member of the Company's Board.

On the same date, the Board appointed Mr. Metzger, previously the Company's President and Chief Operating Officer, and a member of the Board, to serve as the Company's Chief Executive Officer and principal executive officer. Mr. Metzger has continued serving on the Company's Board since the transition.

In connection with this leadership transition, after considering market data, internal equity, advice from its independent compensation consultant and other factors, the Compensation Committee recommended, and the Board approved, each of Mr. Metzger's and Dr. Morrison's base salaries and target annual incentive opportunities for their new roles, each as part of amended and restated employment agreements. No additional equity awards were made in connection with this leadership transition.

The Board also appointed Dr. Madigan as our Chief Medical Officer, effective March 1, 2022, Mr. Goldan as our Chief Financial Officer, effective June 13, 2022, and Mr. Sabus as our Chief Commercial Officer, effective December 5, 2022. Mr. Nolte, our Chief Accounting Officer, served as the interim principal financial officer from October 22, 2021 until Mr. Goldan's appointment. In connection with each Dr. Madigan's, Mr. Goldan's and Mr. Sabus' appointments, the Compensation Committee recommended, and the Board approved, each officer's salary, target annual incentive opportunity and equity awards.

**Executive Compensation Philosophy and Objectives**

Our philosophy is to provide a competitive total compensation package with significant emphasis on pay for performance in order to recruit and retain an outstanding leadership team to execute our strategy and create stockholder value. The core elements of the Company's executive compensation philosophy are as follows:

- attract, retain and motivate superior individuals to serve as our executive officers using market competitive compensation that is variable and "at risk";
- provide incentives that reward the achievement of performance goals that directly correlate to the execution of our strategy and the enhancement of stockholder value, as well as to facilitate executive retention; and
- align executives' interests with those of the stockholders through long-term incentives linked to achievement of multiyear strategic goals.

We believe our executive compensation program, as developed and implemented, as presented in this CD&A, achieves these objectives and is appropriate for a company in our industry and at our stage of growth.

**Pay Program Overview**

The primary elements of our executive compensation program for 2022 were base salary, annual performance-based cash compensation, and long-term equity incentives.

The base salary payable to each NEO is intended to provide a fixed component of compensation reflecting the executive's skill set, experience, role and responsibilities. Base salaries may be adjusted based on numerous factors, including a change in an executive officer's responsibilities, demonstrated performance or relevant market data.

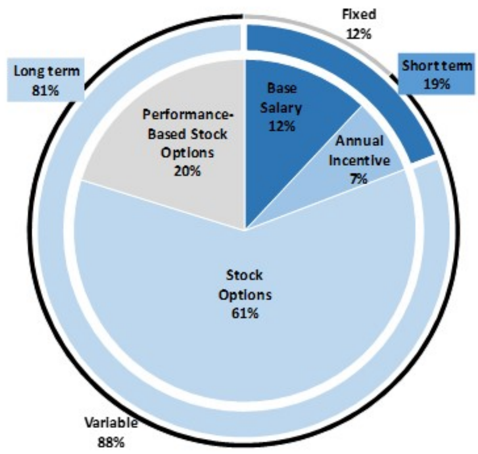
The annual performance-based cash compensation program is intended to motivate and reward our executives for the achievement of certain short-term goals of the Company. Our annual incentives for 2022 were based on performance relative to the Company's 2022 operating and organizational goals.

Long-term equity awards provide our executives with a strong link to our long-term performance, create an ownership culture and help to align the interests of our executives and our stockholders. Historically, we have used stock option grants and, in certain circumstances, restricted stock unit awards, because we believe that each is an effective means by which to align the long-term interests of our executive officers with those of our stockholders.

**CEO Pay Mix**

Executive compensation is linked strongly to the performance of the business, with a majority of annual target compensation being variable and at-risk. In 2022, 88% of the total target compensation for the CEO was at-risk, as shown in the graphic below. The Compensation Committee considers compensation to be at risk if it is subject to operating performance, or if its value depends on stock price appreciation.

**Chief Executive Officer 2022 Target Compensation Mix**




**Compensation Program Governance**

The Compensation Committee assesses the effectiveness of our executive compensation program from time to time and reviews risk mitigation and governance matters, which includes maintaining the following best practices:

| | | What we Do |
|---|---|---|
| þ | Pay for Performance | The majority of total executive compensation is variable and at-risk. |
| þ | Balance Short- and Long-Term Incentives | The allocation of incentives among the annual incentive plan and the long-term incentive plan does not over-emphasize short-term performance at the expense of achieving long-term goals. |
| þ | Combination of Balanced Performance Metrics | We use a diverse set of milestone performance metrics in our annual incentive plan to ensure that no single measure affects compensation disproportionately. |
| þ | Independent Compensation Consultant | Our Compensation Committee has engaged an independent compensation consultant to provide information and advice for use in Compensation Committee decision-making. |
| þ | Peer Data | We develop a peer group of companies based on industry, development stage, market capitalization, R&D expense and employee headcount to reference for compensation decisions. |
| þ | Cap Bonus Payments; Fixed Equity Grants | Our annual incentive plan has an upper limit on the amount of cash that may be earned. We grant a fixed number of options. |
| þ | Double Trigger Change-in-Control Provisions | If there is a change in control, outstanding time-based equity awards will vest only if there is both a change-in-control and termination of employment (a "***double trigger***"). A change-in-control alone will not trigger vesting. |

| | | What we Don't Do |
|---|---|---|
| ý | No Hedging or Pledging of Company Securities | We prohibit officers and non-employee directors from engaging in hedging, pledging or short-sale transactions in Company securities. |
| ý | No Perks | We do not provide perquisites to executive officers. |
| ý | No Excise Tax Gross-ups | We do not provide excise tax gross-ups. |
| ý | No Stock Options Below Fair Market Value | We do not grant stock options below fair market value. |

## Compensation Determination Process

### *Say-on-Pay Results*

As part of the Compensation Committee's annual review of the executive compensation program, it considers the outcome of the annual advisory vote of stockholders, commonly known as the "say-on-pay" vote. At the Company's Annual Meeting in May 2022, approximately 99.5% of shares were cast in favor of the compensation of the Company's NEOs in 2021.

The Compensation Committee considered this vote and believes it reflects significant support for our efforts to appropriately structure executive compensation to align with performance as well as with stockholder interests. The Compensation Committee considered the say-on-pay vote and determined not to make any significant changes to our executive compensation policies in 2022.

We value the opinions of our stockholders and we will continue to consider the results of these stockholder votes, along with other forms of stockholder input and feedback, when structuring executive pay in the future.

### *Role of Compensation Committee*

The Compensation Committee establishes our compensation philosophy and objectives; determines the structure, components and other elements of executive compensation, or recommends them to the Board for approval; and reviews and approves the compensation of the NEO's or recommends it for approval by the Board. The Compensation Committee structures the executive compensation program to accomplish its articulated compensation objectives in light of the compensation philosophy described above.

The Compensation Committee annually reviews compensation policies and procedures to determine in any updates are needed. The Compensation Committee also makes recommendations to the Board with respect to the corporate objectives associated with our annual performance-based cash compensation program, as well as assessing the Company's performance against those corporate objectives after the end of the year or making a recommendation to the Board as to the extent to which the Company has met those corporate objectives.

### *Role of the CEO*

The Compensation Committee generally seeks input of our CEO when discussing the performance of, and compensation for, our executive officers, including the NEOs other than the CEO. In addition, other members of management may attend Compensation Committee meetings to provide background information or advice, or to answer Compensation Committee member questions, including with respect to the financial, accounting, tax and retention implications of various compensation discussions.

Our CEO reviews the performance of the other executive officers, including the other NEOs, annually and presents to the Compensation Committee his conclusions and other input as to their compensation, including base salary adjustments, annual performance-based cash compensation targets and payouts, and equity awards. The Compensation Committee considers the CEO's input as one factor its deliberations to determine the compensation of our executive officers, including for the other NEOs. The Compensation Committee gives significant weight to the CEO's recommendations in light of his greater familiarity with the day-to-day performance of his direct reports and the importance of incentive compensation in driving the execution of managerial initiatives developed and led by the CEO.

While the CEO and other NEOs may attend Compensation Committee meetings, the CEO and other NEOs may not be present during voting or deliberations on their compensation.

### *Role of the Compensation Consultant*

The Compensation Committee recognizes that there is a value in procuring independent, objective expertise in connection with fulfilling its duties, and pursuant to its charter, the Compensation Committee has the authority to select and retain independent advisors to assist it with carrying out its duties and responsibilities.

The Compensation Committee has engaged the services of an independent compensation consultant, the Human Capital Solutions practice of Aon plc ("***Aon***"), to assist in it in connection with making executive compensation decisions. The Compensation Committee has the authority, under its charter, to retain, terminate and set the terms of the Company's relationship with Aon or any other outside advisors that assist the Compensation Committee in carrying out its responsibilities.

The Compensation Committee has worked with Aon to develop a peer group, to provide a competitive market analysis of the base salary, annual performance-based cash incentive awards and long-term incentive compensation of our executive officers compared against the compensation peer group, and to review other market practices and trends.

The Compensation Committee annually assesses the independence of Aon pursuant to SEC and Nasdaq rules to determine whether Aon is independent and that no conflict of interest exists that would prevent Aon from serving as an independent advisor to the Compensation Committee. The Compensation Committee assessed the independence of Aon consistent with Nasdaq listing standards and concluded that the engagement of Aon does not raise any conflict of interest.

While the Compensation Committee took into consideration the review and recommendations of Aon when making decisions about our executive compensation program, ultimately, the Compensation Committee made its own independent decisions in determining our executives' compensation.

***Consideration of Comparative Market Data***

Relevant market and benchmark data provide a solid reference point for making decisions and very helpful context, even though, relative to other companies, there are differences and unique aspects of the Company.

With Aon's assistance and input, the Compensation Committee annually adopts a peer group of companies that it uses as a reference group to provide a broad perspective on competitive pay levels and practices.

The Compensation Committee reviews and approves the peer group companies that are used to evaluate competitive market compensation. In doing so, the Compensation Committee seeks to approve a peer group that is representative of the sector in which we operate and includes companies within an appropriate defined range in terms of revenue and market capitalization.

*2022 Executive Compensation Peer Group*

In September 2021, the Compensation Committee determined that our peer group for purposes of determining the compensation of our NEOs in fiscal year 2022 would consist of Phase 2 or Phase 3 public biopharmaceutical companies, with a preference toward companies focused on oncology. In general, the selection criteria consisted of companies with market capitalizations between $250 million and $2.5 billion, fewer than 150 employees, and more than $50 million in research and development expenses. Below is a list of the 18 companies that the Compensation Committee identified as our peer group for fiscal year 2022:

| | | |
|---|---|---|
| Akero Therapeutics, Inc. (AKRO) | InnunoGen, Inc. (IMGN) | Scholar Rock Holding Corporation (SRRK) |
| AnaptysBio, Inc. (ANAB) | Kura Oncology, Inc. (KURA) | SpringWorks Therapeutics, Inc. (SWTX) |
| Arvinas, Inc. (ARVN) | Mersana Therapeutics, Inc. (MRSN) | Syros Pharmaceuticals, Inc. (SYRS) |
| Atara Biotherapeutics, Inc. (ATRA) | RAPT Therapeutics, Inc. (RAPT) | XBiotech, Inc. (XBIT) |
| Forma Therapeutics Holdings, Inc.[1] | Replimune Group, Inc. (REPL) | Xencor, Inc. (XNCR) |
| Geron Corporation (GERN) | Revolution Medicines, Inc. (RVMD) | ZIOPHARM Oncology, Inc. (TCRT) |

(1) Acquired by Novo Nordisk in October 2022 and no longer part of our peer group.

The Compensation Committee focused on selecting companies that in whole had similar attributes as the Company, while the companies may differ across some of the attributes.

The Compensation Committee evaluates the peer group for suitability at least annually and modifies the peer group as needed. Our Compensation Committee utilizes the compensation of executive officers of the companies in this peer group data as one reference point along with various other factors, such as the individual's performance, experience, and competitive market conditions. In addition to the Compensation Committee-approved peer group, the Compensation Committee also considers compensation survey data reflecting broader, size-appropriate comparisons in the biotechnology industry.

We believe that the compensation practices of our peer group provided us with appropriate compensation reference points for evaluating and determining the compensation of our NEOs during 2022.

*Compensation Positioning*

For fiscal year 2022, the Compensation Committee and Board sought to position the Company's executive pay programs, in the aggregate, at the 50th percentile of the peer group, with variances by executive. However, the amount of compensation delivered for target total cash compensation and long-term incentives are based on performance, and therefore the amount of compensation actually paid may be different – either higher or lower – than the targeted amount. In addition, the individual pay levels may be above or below the 50th percentile based on the experience of each executive officer, including the scope of the officer's position and performance, as well as internal equity and other factors.

**Elements of Our Executive Compensation Program**

***Base Salary***

We provide our NEOs with base salaries to compensate them for their day-to-day responsibilities. Generally, the initial base salaries of our executive officers are established through arm's-length negotiation at the time the individual executive officer is hired, taking into account the executive's qualifications, experience, and comparable market data.

Thereafter, the Compensation Committee, in consultation with our CEO and in consideration of the market data that Aon provides, reviews and recommends to the Board adjustments, as necessary or appropriate, to the base salaries of our executive officers on an annual basis. Consistent with such practice, the Compensation Committee recommended, and the Board approved, base salaries of the NEOs for 2022 that were within a range that is competitive with salaries paid to executives at companies in our peer group. None of our NEOs is currently party to an employment agreement or other agreement or arrangement that provides for automatic or scheduled increases in base salary.

In establishing base salaries, the Compensation Committee exercises its judgment and discretion and considers several factors, including the performance of the individual executive officer, the officer's potential to contribute to our long-term strategic goals, the officer's role and scope of responsibilities within our Company, individual experience and skills, the officer's compensation as compared to similarly situated executives at comparable companies in our peer group, competitive market dynamics for the position and the input of our CEO. No specific formula is applied to determine the weight of each criterion.

Annual base salaries for our NEOs for their positions they held as of December 31, 2022, as compared with the compensation for the positions held with us as of December 31, 2021, were as follows:

| NEO | 2022 Base Salary ($) | 2021 Base Salary ($) | % Change |
|---|---|---|---|
| Michael A. Metzger (1) | 640,000 | 594,104 | 7.7% |
| Keith A. Goldan (2) | 450,000 | — | — |
| Luke J. Albrecht | 421,000 | 402,450 | 4.6% |
| Catherine Madigan, M.D. (3) | 440,000 | — | — |
| Steve M. Sabus (4) | 495,000 | — | — |
| Briggs W. Morrison, M.D. | 637,500 | 618,563 | — |
| Alexander Nolte (5) | 338,000 | 305,357 | 10.7% |

(1) Mr. Metzger's base salary increase reflects his February 2, 2022, promotion to Chief Executive Officer.
(2) Mr. Goldan's hire date was June 13, 2022.
(3) Dr. Madigan's hire date was March 1, 2022.
(4) Mr. Sabus' hire date was December 5, 2022.
(5) Mr. Nolte's base salary increase reflects his service as interim Principal Financial Officer until June 13, 2022.

***Annual Performance-Based Cash Compensation Program***

The annual incentive plan for executive officers is a cash-based plan that rewards NEOs for the achievement of key short-term objectives. The structure of the annual cash plan incentivizes NEOs to achieve annual financial and operational results that the Compensation Committee views as critical to the execution of our business strategy.

*Target Opportunities*. The Compensation Committee determines the target cash incentive opportunity available to each NEO by taking the individual's annual base salary in effect at year end and multiplying it by the individual's target incentive percentage. The target cash incentive opportunity for a newly hired NEO is prorated based on the salary earned during the year of hire unless otherwise negotiated as part of the new hire package. Among other factors, the target incentive percentages are determined with reference to the peer group company percentages of salary and the proportion of total direct compensation represented by the annual incentive.

| NEO | 2022 Target Annual Incentive Plan Opportunity as a % of Base Salary |
|---|---|
| Michael A. Metzger | 60% |
| Keith A. Goldan | 40% |
| Luke J. Albrecht | 40% |
| Catherine Madigan, M.D. | 40% |
| Steve M. Sabus (1) | — |
| Briggs W. Morrison, M.D. | 50% |
| Alexander Nolte | 30% |

(1) Mr. Sabus was not eligible for an annual cash incentive with respect to 2022 on account of his December 5, 2022 hire date.

*Allocation of Annual Incentive Opportunity Between Corporate and Individual Performance*. The total annual incentive opportunity for each NEO is allocated between corporate performance and individual performance as follows:

| NEO | Corporate Performance | Individual Performance |
|---|---|---|
| Michael A. Metzger | 100% | 0% |
| Keith A. Goldan | 75% | 25% |
| Luke J. Albrecht | 100% | — |
| Catherine Madigan, M.D. | 75% | 25% |
| Steve M. Sabus | — | — |
| Briggs W. Morrison, M.D. | 100% | 0% |
| Alexander Nolte | 50% | 50% |

*Corporate Performance Measures*. To establish the corporate goals for the year, the Compensation Committee, with the input of the executive leadership team, considered the Company's results for 2021, the business objectives and plans for 2022, and the related risks associated with those plans. Based on this information, the Compensation Committee established the performance-based metrics and targets for the annual incentive plan at levels that it considered rigorous and challenging and that took into account the relevant risks and opportunities. The amount of the corporate performance payout, if any, under the annual incentive plan is based on achievement against corporate performance measures as follows:

- Research and development milestones related to menin inhibitors (50%)
- Research and development milestones related to Axatilimab (35%)
- Organizational development milestones to support growth (15%)

For each identified research or organizational development milestone, the Compensation Committee set applicable performance levels as follows:

- the performance that would not meet the threshold level;
- the target performance necessary to meet the objective; and
- the performance that would exceed the objective.

*Individual Performance*. For the NEOs who have a portion of their annual incentive tied to individual performance, the NEOs' 2022 individual measures target allocation and performance with respect thereto are set forth below:

| NEO | Individual Goals | Individual Achievement | Weighted Achievement |
|---|---|---|---|
| Keith A. Goldan | 25% | 100% | 25% |
| Catherine Madigan, M.D. | 25% | 100% | 25% |
| Alexander Nolte | 50% | 75% | 37% |

With respect to Mr. Goldan, key performance highlights included successfully completing our December 2022 public stock offering, increasing investor engagement, and enhancing and strengthening the Company's finance team capabilities and infrastructure, particularly in financial planning and analysis.

With respect to Dr. Madigan, key performance highlights included hiring new senior leaders in our development organization, driving our Revumenib Breakthrough Therapy Designation application and response process, and addressing Axatilimab trial matters in collaboration with our partner, Incyte Corporation.

With respect to Mr. Nolte, key performance highlights included serving as interim principal financial officer and assisting the Finance team's transition toward a late-stage development company.

*Payout Levels*. The Compensation Committee defined payout levels representing the amount to be paid to NEOs based on the level of actual performance relative to the objectives. If achievement is below the threshold level of performance, the Compensation Committee set the payout at 0% in order to motivate performance and underscore the importance of achieving, or closely approaching, the objectives at this critical time in our development. If we achieve the objective, the Compensation Committee will authorize a payout of up to 100% of the portion of the overall opportunity allocated to that element; if we exceed the objective, the Compensation Committee may, in its discretion, authorize a higher payout for that objective, but the payout will not exceed 200% of the target for that objective or of an executive's overall target incentive.

In February 2023, the Compensation Committee met to consider how the Company had performed against the pre-established goals. While the Compensation Committee considered management's views regarding their 2022 achievements, the Compensation Committee made an independent determination regarding the corporate performance, and established that the 2022 corporate performance was 105%, based on the Company's overachievement of its goals related to its menin inhibitor program, including revumenib's receipt of Breakthrough Therapy Designation, as well as the achievement of the goals for its axatilimab program and goals related to organizational staffing. The Compensation Committee recommended its determination regarding the 2022 corporation performance to the Board for approval, prior to approving the compensation implications for each of the executive officers.

The Compensation Committee then considered the individual performance described above of the three NEOs who have a portion of their annual cash incentive for 2022 determined by individual performance. The Compensation Committee determined that Mr. Goldan and Dr. Madigan each achieved 100% of their respective individual objectives, and that Mr. Nolte achieved approximately 75% of his individual objectives.

Having determined the 2022 corporate and individual performance levels for each NEO, the Compensation Committee then translated those performance levels to a payout level based on the payout curve described above. The dollar amount of the annual incentive award targets and payout ranges for 2022, as well as the actual annual incentive award payouts that the Board approved for each of the NEOs for 2022, are:

| **NEO** | **Target Incentive Amount** | **Corporate Performance Measures: % of Target Incentive** | **Final Corporate Performance** | **Corporate Performance Measures: Payout Amount** | **Individual Performance Measures: % of Target Incentive** | **Individual Performance Measures: Payout Amount** | **Total 2022 Annual Incentive Payout Amount** |
|---|---|---|---|---|---|---|---|
| Michael A. Metzger | $ 384,000 | 100% | 105% | $ 403,200 | — | — | $ 403,200 |
| Keith A. Goldan [(1)] | $ 180,000 | 75% | 105% | $ 141,750 | 100% | $ 45,000 | $ 186,750 |
| Luke J. Albrecht | $ 168,400 | 100% | 105% | $ 176,820 | — | — | $ 176,820 |
| Catherine Madigan, M.D. | $ 149,416 | 75% | 105% | $ 117,667 | 100% | $ 34,494 | $ 152,161 |
| Steve M. Sabus [(2)] | — | — | — | — | — | — | — |
| Briggs W. Morrison, M.D. | $ 318,750 | 100% | 105% | $ 334,688 | — | — | $ 334,688 |
| Alexander Nolte | $ 101,400 | 50% | 105% | $ 53,235 | 75.67 % | $ 38,365 | $ 91,600 |

(1) Mr. Goldan's bonus was not prorated in his first year of employment pursuant to the terms of his new hire employment agreement.
(2) Mr. Sabus was not eligible for an annual cash incentive with respect to 2022 on account of his December 5, 2022 hire date.

***Equity-Based Incentive Awards***

The third and largest component of the executive compensation program is long-term equity incentives. The Compensation Committee designed the long-term incentive opportunity for the NEOs to motivate and reward executive officers to achieve multiyear strategic goals and deliver sustained long-term value to stockholders.

We believe that equity awards provide our executives with a strong link to our long-term performance, create an ownership culture and help to align the interests of our executives and our stockholders. Long-term equity incentives also promote retention, because executive officers will only receive value if they remain employed by us over the required term.

Grants to our NEOs and other employees are made at the discretion of the Compensation Committee and Board and are generally made upon commencement of employment, promotion or annually during the first quarter of each year based upon performance during the prior year. We believe that our equity awards are an important retention tool for our executive officers, as well as for our other employees.

*Equity Vehicles*

Historically, we have used stock option grants as our primary equity vehicle because we believe that they are an effective means by which to align the long-term interests of our executive officers with those of our stockholders. Stock options motivate stock price appreciation over the long term because they deliver value only if the stock price increases. The use of stock options also can provide tax and other advantages to our executive officers relative to other forms of equity compensation.

We also have granted restricted stock units ("***RSUs***"), typically as special incentive awards, such as in connection with a new hire, or in connection with the completion of a project or research milestone.

*2022 Grants of Stock Options*

In determining the number of to be granted to an NEO, the Compensation Committee takes into account equally both the range of long-term incentive award values granted to executive officers at the companies in the peer group and the range of grant size as a percent of the company in the peer group in determining the appropriate number of options for an NEO.

The exercise price of all stock option awards to NEOs is equal to the closing price of our stock on the date of the grant, and all of our stock options granted in 2022 have a ten-year term.

Performance-Based Stock Options. On February 2, 2022, as part of their annual equity compensation package, the Compensation Committee recommended, and our Board approved, performance-based stock options for Mr. Metzger and Dr. Morrison. Half of these stock options would vest upon our publicly traded stock closing at or above a stock price hurdle that is rigorous and challenging, while the other half would vest upon the Company's receipt of a meaningful regulatory approval of a product. There is no performance period for achievement of the performance-based objectives other than the standard ten-year life of the stock option. Additionally, the performance-based stock options remain outstanding as long as Mr. Metzger and/or Dr. Morrison remain an employee, director or consultant to the Company.

Standard Stock Options. In connection with our annual grant process, on February 2, 2022, our Compensation Committee recommended, and our Board approved, grants to each of Mr. Metzger, Dr. Morrison, Mr. Albrecht and Mr. Nolte of options to purchase shares of our common stock. Each stock option vests in equal monthly installments on the last day of each month over a four-year period, subject to the executive's continuous service to us through each vesting date.

The February 2022 stock option grants made by the Compensation Committee are shown in the following table:

| NEO | Performance Based Stock Options (#) | Standard Stock Options (#) |
|---|---|---|
| Michael A. Metzger | 245,000 | 80,000 |
| Briggs W. Morrison, M.D. | 100,000 | 60,000 |
| Luke J. Albrecht | — | 80,000 |
| Alexander Nolte | — | 30,000 |

*New Hire and Other Grants*

The Compensation Committee has also granted equity-based incentives in connection with the hire of new executives, either in the form of stock options or RSUs.

In connection with Mr. Goldan's hire as our Chief Financial Officer in June 2022, he was awarded a sign-on RSU award with a target grant-date fair value in the amount of $50,000, with the RSUs vesting ratably in two annual installments, subject to Mr. Goldan's continuous service. In addition, in connection with his hire, Mr. Goldan received 230,000 stock options.

In connection with Dr. Madigan's hire as our Chief Medical Officer in March 2022, she was awarded 180,000 stock options. Similarly, in connection with Mr. Sabus' hire as our Chief Commercial Officer in December 2022, he was awarded 220,000 stock options.

For each of our 2022 newly hired NEOs who received stock options, one-quarter of the options vest on the one-year anniversary of the award, and the remainder vest in equal monthly installments on the last day of each month over a three-year period thereafter, subject to the executive's continuous service through each vesting date.

We expect to continue to evaluate our equity compensation strategy across the organization to manage our equity utilization during 2023 and beyond.

**Additional Elements of Compensation**

***Employee Benefits***

Our NEOs are eligible to participate in all our employee benefit plans, such as medical, dental, vision, group life, short and long-term disability and our 401(k) plan, in each case on the same basis as other employees, subject to applicable laws. Under our 401(k) plan, the Company currently makes matching contributions of 200% of an employee's contributions to the plan, up to a maximum of $8,000 per year. We believe these benefits are important to attracting and retaining experienced employees, including our executives.

***Perquisites***

We do not currently provide any perquisites to our executive officers.

***Severance Arrangements***

We have entered into employment agreements with all of our NEOs that provide for at-will employment without any specific term. Each of the agreements sets forth the NEO's severance benefits payable upon a qualifying termination of employment or change in control of our Company. The "Potential Payments Upon Termination or Change in Control" section located in the "Executive Compensation" section below describes and quantifies the severance and other benefits potentially payable to the NEOs in further detail.

We offer severance benefits because we compete for executive talent in a highly competitive market in which companies routinely offer similar benefits to their officers. These severance benefits may consist of a payment equal to a specified number of months of base salary continuation, payment of premiums for continued health insurance coverage for a specified period of time, an amount determined by reference to the executive's annual performance-based cash incentive, and accelerated vesting of equity or an extension of time in which to exercise stock options.

We provide severance benefits outside of the change in control context if our NEOs' employment is terminated without cause, or if the executive terminates employment for good reason, as each of those terms are defined in the employment agreements, subject to the executive officer's execution of an effective release of claims. The Company believes that it is appropriate to provide severance in this instance to bridge executives to new employment, particularly in view of the Developments, Non-Disclosure and Non-Solicitation agreements that our executives have signed with the Company.

We provide enhanced severance benefits in the change in control context because we believe that the occurrence or potential occurrence of a change in control transaction will create uncertainty regarding the continued employment of our executive officers. The Company believes it serves the best interest of the Company and its stockholders to have executives focus on the business merits of mergers and acquisitions without undue concern for their personal financial outcome. As such, we provide severance protections in connection with a change in control, subject to each executive officer's execution of an effective release of claims, to help ensure that executive officers can objectively evaluate change in control transactions that may be in the best interest of our stockholders, despite the potential negative consequences such transactions may have on them personally.

We believe that the severance benefits provided to our executive officers under their Employment Agreements are an important component of each executive officer's overall compensation as they help us to attract and retain our key executives who could have other job alternatives that may appear to them to be more attractive absent these protections.

**Additional Compensation Policies and Practices**

***Anti-Hedging and Anti-Pledging Policies***

Our insider trading policy prohibits our directors and officers, including their immediate family members and other persons with whom they share a household, and economic dependents from (i) engaging in any forms of hedging or short-selling transactions involving our securities, (ii) pledging our securities as collateral for loans, or (iii) purchasing our stock on margin or holding it in a margin account. This policy applies to all of the Company's securities held, including publicly traded options and any other derivative securities.

***Tax Considerations: Section 162(m)***

When reviewing compensation matters, the Compensation Committee considers the anticipated tax consequences to us (and, when relevant, to our executive officers) of the various payments under our compensation programs. Section 162(m) of the Code generally disallows a tax deduction for any publicly held corporation for individual compensation of more than $1.0 million in any taxable year to certain executive officers. The Compensation Committee, after considering the potential impact of the application of Section 162(m) of the Code, may provide compensation to executive officers that may not be tax deductible if it believes that providing that compensation is in the best interests of the Company and its stockholders.

**Accounting Policies for Stock-Based Compensation**

We follow the Financial Accounting Standards Board's Accounting Standards Codification Topic 718 ("***ASC 718***"), for our stock-based compensation awards. ASC 718 requires companies to calculate the grant date "fair value" of their stock-based awards using a variety of assumptions. ASC 718 also requires companies to recognize the compensation cost of their stock-based awards in their income statements over the period that an employee is required to render service in exchange for the award. Grants of stock options and restricted stock units under our equity incentive award plans are accounted for under ASC 718. Our Board or Compensation Committee will regularly consider the accounting implications of significant compensation decisions, especially in connection with decisions that relate to our equity incentive award plans and programs. As accounting standards change, the Compensation Committee may revise certain programs to appropriately align accounting expenses of equity awards with the overall executive compensation philosophy and objectives.

**Compensation Risk Assessment**

Our Compensation Committee is responsible for evaluating, recommending, and approving executive officer compensation arrangements, plans, policies, and programs and performs an annual assessment of the risk they impose. In consultation with management, our Compensation Committee assessed our executive officer compensation arrangements, plans, policies, and programs and concluded that they do not create risks that are reasonably likely to have a material adverse effect on our company. This risk assessment included, among other things, a review of the extent to which the Company's compensation policies and practices could lead to excessive risk-taking behavior, the manner in which any risks arising out of the Company's compensation policies and practices are monitored and mitigated and any adjustments that may be necessary to address changes in the Company's risk profile.

**Report of the Compensation Committee on Executive Compensation**

This Compensation Committee Report shall not be deemed to be incorporated by reference into any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, notwithstanding any general statement contained in any such filing incorporating this proxy statement by reference, except to the extent the Company incorporates such Report by specific reference.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with the management of the Company. Based on this review and these discussions, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K and the Company's proxy statement.

The preceding report has been furnished by the following members of the Compensation Committee:

Keith A. Katkin, Chair

Pierre Legault
Dennis G. Podlesak

## EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

### Executive Officer Compensation

***Summary Compensation Table***

The following table sets forth information regarding compensation awarded to or earned by our NEOs during the fiscal years indicated.

| Name and Principal Position | Year | Salary ($) | Stock Awards ($)(1)(2) | Option Awards ($)(1)(2) | Non-Equity Incentive Plan Compensation ($)(3) | All Other Compensation ($)(4) | Total ($) |
|---|---|---|---|---|---|---|---|
| Michael A. Metzger (5) | 2022 | 640,000 | — | 3,062,276 | 403,200 | 8,000 | 4,113,476 |
| *Chief Executive Officer* | 2021 | 594,104 | — | 2,434,751 | 297,050 | 8,000 | 3,333,905 |
| | 2020 | 576,800 | 142,050 | 950,701 | 273,980 | 6,000 | 1,949,531 |
| Keith A. Goldan (6) | 2022 | 249,900 | 49,998 | 2,497,890 | 186,750 | 8,000 | 2,992,538 |
| *Chief Financial Officer* | | | | | | | |
| Luke J. Albrecht (7) | 2022 | 421,000 | — | 862,253 | 176,820 | 8,000 | 1,468,073 |
| *General Counsel and Secretary* | | | | | | | |
| Catherine Madigan, M.D. (8) | 2022 | 503,540 | — | 1,980,213 | 152,161 | 8,000 | 2,643,914 |
| *Chief Medical Officer* | | | | | | | |
| Steve M. Sabus (9) | 2022 | 37,950 | — | 3,878,100 | — | — | 3,916,050 |
| *Chief Commercial Officer* | | | | | | | |
| Briggs W. Morrison, M.D. (5) | 2022 | 637,500 | — | 1,393,983 | 334,688 | 8,000 | 2,374,171 |
| *President, Head of Research and Development and Former Chief Executive Officer* | 2021 | 618,563 | — | 2,968,473 | 309,280 | 8,000 | 3,904,316 |
| | 2020 | 600,547 | — | 1,273,590 | 285,260 | 6,000 | 2,165,397 |
| Alexander Nolte (10) | 2022 | 338,000 | — | 323,364 | 91,500 | 8,000 | 760,864 |
| *Vice President, Chief Accounting Officer and Former Interim Principal Financial Officer* | | | | | | | |

(1) The amounts reported in these columns represent the aggregate grant date fair value of RSU awards and stock options granted to our NEOs under our 2015 Omnibus Incentive Plan (the "***2015 Plan***") and, in the case of Dr. Madigan and Messrs. Goldan and Sabus, as inducement awards in connection with the commencement of employment pursuant to Nasdaq Listing Rule 5635(c)(4), in each case as computed in accordance with ASC 718. The assumptions used in calculating the grant date fair value of the RSUs and stock options reported in these columns are set forth in note 13 to our audited consolidated financial statements included in our Annual Report on Form 10-K filed with the SEC on February 28, 2023. The amounts reported in this column do not reflect the actual economic value that may be realized by the NEOs upon the vesting of the RSUs or exercise of the stock options, as applicable, or the sale of any common stock underlying such RSUs or stock options. Because the February 22, 2022 award of performance-based stock options to Mr. Metzger

and Dr. Morrison are subject to price per share requirements, the grant date fair value disclosed was based on upon the probable outcome of such performance conditions using a Monte-Carlo simulation model.

(2) Refer to the section titled "Compensation Discussion and Analysis—Equity-Based Incentive Awards" for a description of the material terms of the program pursuant to which this compensation was awarded.

(3) The amounts reported in this column represent annual performance-based bonuses earned based on the achievement of Company and individual performance goals and other factors deemed relevant by our Board and Compensation Committee. For additional information, see the section titled "Compensation Discussion and Analysis—Annual Performance-Based Cash Compensation Program."

(4) Amounts reported in this column represent employer matching contribution to the NEO's account under the 401(k) plan.

(5) Dr. Morrison transitioned from his role as Chief Executive Officer and principal executive officer to President, Head of Research and Development as of February 2, 2022. Effective as of the same date, Mr. Metzger was appointed as our Chief Executive Officer and principal executive officer.

(6) Mr. Goldan was hired as our Chief Financial Officer and principal financial officer effective June 13, 2022, and as such was not an NEO for fiscal year 2020 or 2021.

(7) Mr. Albrecht was not an NEO for the fiscal year 2020 or 2021, and as such, we have provided information solely with respect to fiscal year 2022.

(8) Dr. Madigan was hired as our Chief Medical Officer effective March 1, 2022, and as such was not an NEO for the fiscal year 2020 and 2021.

(9) Mr. Sabus was hired as our Chief Commercial Officer effective December 5, 2022, and as such was not an NEO for fiscal year 2020 or 2021.

(10) Mr. Nolte served as the Company's principal accounting officer and interim principal financial officer effective October 22, 2021 until Mr. Goldan's appointment to Chief Financial Officer on June 13, 2022, after which Mr. Nolte continued serving as the Company's

principal accounting officer. Mr. Nolte was not a NEO for fiscal year 2020 or 2021, and as such, we provided information solely with respect to fiscal year 2022.

***Grants of Plan-Based Awards Table***

The following table sets forth certain information regarding grants of plan-based awards to the NEOs during the year ended December 31, 2022:

| | | Estimated Future Payouts Under Non-Equity Incentive Plan Awards [1] | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Name** | **Grant Date** | **Threshold ($)** | **Target ($)** | **Maximum ($)** | **All Other Stock Awards: Number of RSUs Granted** | **All Other Stock Awards: Number of Securities Underlying Options Granted** | **Exercise Price of Option Awards ($/Share)** | **Grant Date Fair Value of Stock and Option Awards [2]** |
| Michael A. Metzger | | | | | | | | |
| *Cash Bonus* | | — | 384,000 | — | — | — | — | — |
| *Option Grant* | 2/2/2022 | — | — | — | — | 325,000 | 15.79 | 3,062,276 |
| Keith A. Goldan | | | | | | | | |
| *Cash Bonus* | | — | 180,000 | — | — | — | — | — |
| *Option Grant* | 6/13/2022 | — | — | — | — | 230,000 | 15.60 | 2,497,890 |
| *RSU Grant* | 6/13/2022 | — | — | — | 3,205 | — | — | 49,998 |
| Luke J. Albrecht | | | | | | | | |
| *Cash Bonus* | | — | 168,400 | — | — | — | — | — |
| *Option Grant* | 2/2/2022 | — | — | — | — | 80,000 | 15.79 | 862,253 |
| Catherine Madigan, M.D. | | | | | | | | |
| *Cash Bonus* | | — | 146,667 | — | — | — | — | — |
| *Option Grant* | 3/1/2022 | — | — | — | — | 180,000 | 16.06 | 1,980,213 |
| Steve M. Sabus | | | | | | | | |
| *Cash Bonus* | | — | — | — | — | — | — | — |
| *Option Grant* | 12/5/2022 | — | — | — | — | 220,000 | 25.44 | 3,878,100 |
| Briggs W. Morrison, M.D. | | | | | | | | |
| *Cash Bonus* | | — | 318,750 | — | — | — | — | — |
| *Option Grant* | 2/2/2022 | — | — | — | — | 160,000 | 15.79 | 1,393,983 |
| Alexander Nolte | | | | | | | | |
| *Cash Bonus* | | — | 101,400 | — | — | — | — | — |
| *Option Grant* | 2/2/2022 | — | — | — | — | 30,000 | 15.79 | 323,364 |

(1) The target amounts reflect the dollar amount of each NEO's target annual performance-based bonus for 2022, each of which represented a percentage of such NEO's 2022 annual base salary as specified under the NEO's employment agreement, as subsequently increased by the Compensation Committee, if applicable. Threshold amounts reflect the dollar amount that would be payable if each performance goal were achieved at the threshold (i.e. 100% ) level.

(2) This column represents the aggregate grant date fair value of equity awards in 2022 and calculated in accordance with ASC 718, excluding the effect of estimated forfeitures. The assumptions used in calculating the fair value of the stock option can be found under

Note 13 to the Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2022. The grant date fair value of each RSU award is measured based on the closing price of our common stock on the date of grant.

### *Outstanding Equity Awards at Fiscal Year-End*

The following table provides information regarding equity awards held by the NEOs that were outstanding as of December 31, 2022:

| | Option Awards | | | | | Stock Awards | |
|---|---|---|---|---|---|---|---|
| | Number of Securities Underlying Unexercised Options: | | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options | Option Exercise Price | Option Expiration | Number of Shares or Units of Stock That Have Not Vested | Market Value of Shares or Units of Stock That Have Not Vested |
| **Name** | **Exercisable (#)** | **Unexercisable (#)** | **(#)** | **($/Sh)[1]** | **Date** | **(#)** | **($)[2]** |
| Michael A. Metzger | 56,146[3] | 188,854[3] | | 15.79 | 2/2/2032 | | |
| | — | — | 80,000[4] | 15.79 | 2/2/2032 | | |
| | 76,667[9] | 83,333[9] | | 21.36 | 2/2/2031 | | |
| | 102,083[10] | 37,917[10] | | 9.47 | 2/12/2030 | | |
| | | | | | 2/12/2030 | 7,500[11] | 190,875 |
| | 175,000[16] | 25,000[16] | | 9.15 | 7/4/2029 | | |
| | 18,163[12] | 2,500[12] | | 6.38 | 2/6/2029 | | |
| | 17,671[4] | — | | 6.38 | 2/6/2029 | | |
| | 125,000[13] | — | | 9.40 | 3/1/2028 | | |
| | 157,307[15] | — | | 10.90 | 9/9/2025 | | |
| | 13,888[17] | — | | 7.20 | 6/1/2025 | | |
| Keith A. Goldan | — | 230,000[6] | | 15.60 | 6/13/2032 | | |
| | | | | | 6/13/2032 | 3,205[7] | 81,567 |
| Luke J. Albrecht | 18,333[3] | 61,667[3] | | 15.79 | 2/2/2032 | | |
| | 38,333[9] | 41,667[9] | | 21.36 | 2/3/2031 | | |
| | 76,563[10] | 28,437[10] | | 9.47 | 2/12/2030 | | |
| | 18,833[4] | — | | 6.38 | 2/6/2029 | | |
| | 17,500[12] | 1,458[12] | | 6.38 | 2/6/2029 | | |
| | 65,000[21] | — | | 9.63 | 2/8/2028 | | |
| | 11,104[14] | — | | 8.77 | 2/6/2027 | | |
| | 113,000[23] | — | | 13.65 | 9/21/2026 | | |
| Catherine Madigan, M.D. | — | 180,000[5] | | 16.06 | 3/1/2032 | | |
| Steve M. Sabus | — | 220,000[8] | | 25.44 | 12/5/2032 | | |
| Briggs W. Morrison, M.D. | 22,917[3] | 77,083[3] | | 15.79 | 2/2/2032 | | |
| | — | — | 60,000[4] | 15.79 | 2/2/2032 | | |
| | 93,437[9] | 101,563[9] | | 21.36 | 2/2/2031 | | |
| | 141,458[10] | 52,542[10] | | 9.47 | 12/30/2030 | | |
| | 173,313[12] | 3,687[12] | | 6.38 | 2/6/2029 | | |
| | 59,000[4] | — | | 6.38 | 2/6/2029 | | |
| | 200,000[13] | — | | 9.40 | 3/1/2028 | | |
| | 160,000[14] | — | | 8.77 | 2/6/2027 | | |
| Alexander Nolte | 6,875[3] | 23,125[3] | | 15.79 | 2/2/2032 | | |
| | 11,667[18] | 23,333[18] | | 19.36 | 9/15/2031 | | |
| | 29,708[9] | 32,292[9] | | 21.36 | 2/3/2031 | | |
| | 3,333[19] | 1,667[19] | | 18.03 | 5/8/2030 | | |
| | 11,125[10] | 4,875[10] | | 9.47 | 2/12/2030 | | |
| | 6,125[20] | 875[20] | | 9.00 | 7/26/2029 | | |
| | 17,625[12] | 375[12] | | 6.38 | 2/6/2029 | | |
| | 2,000[21] | — | | 9.63 | 2/8/2028 | | |
| | 11,667[22] | — | | 9.24 | 5/1/2027 | | |

(1) Each stock option was granted with an exercise price equal to the fair market value of our common stock on the grant date.

(2) Market values are calculated based on the closing market price of our common stock as reported on the Nasdaq Global Select Market on December 30, 2022, the last trading day of the year, which was $25.45 per share.

(3) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service following the grant date of February 2, 2022.

(4) These options vest periodically upon the Company achieving certain milestones (refer to the section titled "Compensation Discussion and Analysis—2022 Grants of Stock Options") and, following achievement of any such milestone, one-third of the option conditioned upon achievement of such milestone shall vest immediately, with the remaining two-thirds of the option vesting annually upon the one- and two-year anniversaries following such achievement.

(5) This option to purchase shares of our comm on stock has a grant date of March 1, 2022. 25% of this option will vest on March 1, 2023, the one- year anniversary of the vesting commencement date. Thereafter, the remainder of the shares vest in equal monthly installments on the last day of each month over a three-year period of continuous service.

(6) This option to purchase shares of our common stock has a grant date of December 5, 2022. 25% of this option will vest on December 5, 2023, the one- year anniversary of the vesting commencement date. Thereafter, the remainder of the shares vest in equal monthly installments on the last day of each month over a three-year period of continuous service.

(7) These restricted stock units have a grant date of June 13, 2022 and vest fifty percent annually during each of the two years from the grant date, subject to the executive's continuous service through each vesting date.

(8) These options vest twenty-five percent of the total number of shares on the one-year anniversary of the vesting commencement date, and one forty-eighth shall vest monthly thereafter on the last day of each month of continuous service following the grant date of December 5, 2022.

(9) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service following the grant date of February 3, 2021.

(10) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service following the grant date of February 12, 2020.

(11) These restricted stock units have a grant date of February 12, 2020 and vest as to 3,750 restricted stock units annually during each of the four years from the grant date, subject to the executive’s continuous service through each vesting date.

(12) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service following the grant date of February 6, 2019.

(13) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service following the grant date of March 1, 2018.

(14) These options to purchase shares of our common stock have a grant date of February 6, 2017 and are fully vested as of February 6, 2021.

(15) These options to purchase shares of our common stock have a grant date of September 9, 2015 and are fully vested as of March 31, 2019.

(16) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service following the grant date of July 4, 2019.

(17) These options to purchase shares of our common stock have a grant date of June 1, 2015 and are fully vested as of March 31, 2019.

(18) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service from September 15, 2021.

(19) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service from May 8, 2020.

(20) These options vest in equal monthly installments on the last day of each month over a four-year period of continuous service from July 26, 2019.

(21) These options to purchase shares of our common stock have a grant date of February 8, 2018 and are fully vested as of January 31, 2022.

(22) These options to purchase shares of our common stock have a grant date of May 1, 2017 and are fully vested as of April 30, 2021.

(23) These options to purchase shares of our common stock have a grant date of September 21, 2016 and are fully vested as of August 20, 2020.

(24) All of the equity awards listed in this table were granted under our 2015 Plan with the exception of the awards for Dr. Madigan and Messrs. Goldan and Sabus, which the Company granted as inducement awards in connection with the commencement of employment pursuant to Nasdaq Listing Rule 5635(c)(4).

*Option Exercises and Stock-Vested Table*

The following table sets forth information concerning option exercises and stock vested for each of our NEOs during the fiscal year ended December 31, 2022.

| | Option Awards | | Stock Awards | |
|---|---|---|---|---|
| Name | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise ($) [(1)] | Numbers of Shares Acquired on Vesting (#) | Value Realized on Vesting ($) |
| Michael A. Metzger | 96,711 | 1,502,678 | 3,750 | 95,325 [(2)] |
| Keith A. Goldan | — | — | — | — |
| Luke J. Albrecht | 51,042 | 881,030 | — | — |
| Catherine Madigan, M.D. | — | — | — | — |
| Steve M. Sabus | — | — | — | — |
| Briggs W. Morrison, M.D. | 589,373 | 8,013,134 | — | — |
| Alexander Nolte | — | — | — | — |

(1) The value realized when the stock options were exercised represents the excess of the fair market value of the shares on the date of the exercise over the exercise price of the stock options.

(2) The value realized on vesting with respect to the RSUs held by Mr. Metzger is based on the closing market price of our common stock of $25.42 per share on February 10, 2022.

## Equity Plans

### *2015 Omnibus Incentive Plan and 2007 Stock Plan*

***General***. In September 2015, our Board adopted and in February 2016, our stockholders approved our 2015 Omnibus Incentive Plan (the "***2015 Plan***") for the purpose of attracting and retaining non-employee directors, executive officers and other key employees and service providers, including officers, employees and service providers of our affiliates, and to stimulate their efforts toward our continued success, long-term growth and profitability. The 2015 Plan provides for the grant of stock options, stock appreciation rights, restricted stock, unrestricted stock, stock units, dividend equivalent rights, other equity-based awards and cash bonus awards. We also maintain the 2007 Stock Plan (the "***2007 Plan***"), which has been terminated and under which no future awards will be granted, but under which outstanding options have been granted. These options will continue to be governed by the terms of the 2007 Plan.

***Change in Control***. If we experience a change in control, as defined in the 2015 Plan, in which outstanding equity-based awards will not be assumed or continued by the surviving entity, unless otherwise provided in an award agreement, all restricted shares, stock units and dividend equivalent rights will vest, and the underlying shares will be delivered immediately before the change in control. In addition, all options and stock appreciation rights will become exercisable 15 days before the change in control and terminate upon the consummation of the change in control, and/or, in the discretion of our Board, all options, stock appreciation rights, restricted shares, stock units and dividend equivalent rights may be canceled before the change in control in exchange for payment of any amount in cash or securities having a value (as determined by our Board), in the case of restricted shares, stock units and dividend equivalent rights equal to the formula or fixed price per share paid to our stockholders and, in the case of options and stock appreciation rights equal to the product of the number of shares subject to the options or stock appreciation rights multiplied by the amount by which the formula or fixed price paid to our stockholders exceeds the exercise price of each option or the stock appreciation right. In the case of performance awards denominated in shares or units, if more than half of the performance period has lapsed, the awards will be converted into shares or units based upon actual performance achieved to date. If less than half of the performance period has lapsed, or if we cannot determine actual performance, the awards will be converted into shares or units assuming target performance has been achieved.

## Employment Agreements with Named Executive Officers

Below are descriptions of the key terms of our employment agreements with our NEOs with the exception of Mr. Nolte, who does not have an employment agreement. The agreements generally provide for at-will employment without any specific term and set forth the NEO's initial base salary, annual target bonus and severance benefits upon a qualifying termination of employment or change in control of our company. Refer to "—Potential Payments Upon Termination or Change in Control" for further description of each NEOs termination benefits. Each NEO is also eligible to participate in all employee benefit plans that are generally available to our employees. Each employment agreement also entitles each NEO to reimbursement for all necessary and reasonable business expenses incurred in connection with their duties in accordance with our generally applicable policies. Furthermore, each of our NEOs has executed our standard form of proprietary information and inventions assignment agreement.

**Michael A. Metzger**. Our employment agreement, as amended from time to time, with Mr. Metzger provides for his at-will employment as our Chief Executive Officer. Previously Mr. Metzger served as our President and Chief Operating Officer. Mr. Metzger's employment agreement established his base salary and annual target performance bonus at the time it was executed, which our Compensation Committee may increase from time to time. Mr. Metzger's employment agreement further provides that he is eligible to earn an annual target performance bonus upon attainment of objectives to be determined by our Board or our Compensation Committee. Effective as of January 1, 2023, our Board approved the Compensation Committee's recommendations to increase Mr. Metzger's base salary to $678,400, with an annual target performance bonus of up to 60% of his annual base salary.

Additionally, we have agreed to reimburse, or pay for, all reasonable expenses incurred by Mr. Metzger in commuting between our Waltham office and his current principal residence, including Mr. Metzger's actual and reasonable living expenses incurred in the Waltham area and his current principal residence. If Mr. Metzger decides to relocate his residence to Waltham, we have agreed to pay Mr. Metzger up to $50,000 for ordinary and necessary expenses incurred by him because of his relocation.

**Keith A. Goldan**. Our employment agreement with Mr. Goldan provides for his at-will employment as our Chief Financial Officer. Mr. Goldan's employment agreement established his base salary and annual target performance bonus at the time it was executed, which our Compensation Committee may increase from time to time. Mr. Goldan's employment agreement further provides that he is eligible to earn an annual target performance bonus upon attainment of objectives to be determined by our Board or our Compensation Committee. Effective as of January 1, 2023, our Board approved the Compensation Committee's recommendations to increase Mr. Goldan's base salary to $470,300, with an annual target performance bonus of up to 40% of his annual base salary.

**Luke J. Albrecht**. Our employment agreement with Mr. Albrecht provides for his at-will employment as our General Counsel. Mr. Albrecht's employment agreement established his base salary and annual target performance bonus at the time it was executed, which our Compensation Committee may increase from time to time. Mr. Albrecht's employment agreement further provides that he is eligible to earn an annual target performance bonus upon attainment of objectives to be determined by our Board or our Compensation Committee. Effective as of January 1, 2023, our Board approved the Compensation Committee's recommendations to increase Mr. Albrecht's base salary to $442,100, with an annual target performance bonus of up to 40% of his annual base salary.

**Catherine Madigan, M.D.** Our employment agreement with Dr. Madigan provides for her at-will employment as our Chief Medical Officer. Dr. Madigan's employment agreement established her base salary and annual target performance bonus at the time it was executed, which our Compensation Committee may increase from time to time. Dr. Madigan's employment agreement further provides that she is eligible to earn an annual target performance bonus upon attainment of objectives to be determined by our Board or our Compensation Committee. Effective as of January 1, 2023, our Board approved the Compensation Committee's recommendations to increase Dr. Madigan's base salary to $468,600, with an annual target performance bonus of up to 40% of her annual base salary.

**Steve M. Sabus.** Our employment agreement with Mr. Sabus provides for his at-will employment as our Chief Commercial Officer. Mr. Sabus' employment agreement established his base salary and annual target performance bonus at the time it was executed, which our Compensation Committee may increase from time to time. Mr. Sabus' employment agreement further provides that he is eligible to earn an annual target performance bonus upon attainment of objectives to be determined by our Board or our Compensation Committee. Effective as of December 5, 2022, his date of employment, our Board approved the Compensation Committee's recommendations for Mr. Sabus' initial base salary of $495,000, with an annual target performance bonus of up to 40% of his annual base salary.

**Briggs W. Morrison, M.D.** Our employment agreement, as amended from time to time, with Dr. Morrison provides for his at-will employment as our President, Head of Research and Development. Previously, Dr. Morrison served as our Chief Executive Officer. Dr. Morrison's employment agreement established his base salary and annual target performance bonus at the time it was executed, which our Compensation Committee may increase from time to time. Dr. Morrison's employment agreement further provides that he is eligible to earn an annual target performance bonus upon attainment of objectives to be determined by our Board or our Compensation Committee. Effective as of January 1, 2023, our Board approved the Compensation Committee's recommendations to keep Dr. Morrison's base salary at $637,500, with an annual target performance bonus of up to 50% of his annual base salary.

Additionally, we have agreed to reimburse, or pay for, all reasonable expenses incurred by Dr. Morrison in commuting between our Waltham office and his current principal residence, including Dr. Morrison's actual and reasonable living expenses incurred in the Waltham area and his current principal residence. If Dr. Morrison decides to relocate his residence to Waltham, we have agreed to pay Dr. Morrison for ordinary and necessary expenses incurred by him because of his relocation.

**Potential Payments Upon Termination or Change in Control**

The following table summarizes the termination benefits under the employment agreements between the Company and certain NEOs. As described in the Compensation Discussion and Analysis section above, a change-in-control alone will not trigger accelerated vesting.

| Termination Event | Terms Applicable to Mr. Metzger and Dr. Morrison |
|---|---|
| Involuntary Termination Without Cause or Resignation for Good Reason within three (3) months prior to, or within twelve (12) months following, a Change in Control | • An amount equal to 18 months of base salary, payable in a lump sum<br>• An amount equal to 18 months of the target annual incentive award, payable in a lump sum<br>• Continuation of health benefits for 18 months<br>• Accelerated vesting of all outstanding equity<br>• Outstanding stock options remain exercisable for the shorter of (a) 12 months after the termination date or (b) the remaining term of the outstanding options |
| Involuntary Termination Without Cause or Resignation for Good Reason | • An amount equal to 12 months of base salary, payable in a lump sum<br>• A pro rata amount equal to the number of days worked in the termination year of the target annual incentive award, payable in a lump sum<br>• Continuation of health benefits for 18 months<br>• Accelerated vesting of options that would have otherwise vested during the 12 months following the termination date<br>• Outstanding stock options remain exercisable for the shorter of (a) 12 months after the termination date or (b) the remaining term of the outstanding options |

| Termination Event | Terms Applicable to Dr. Madigan and Messrs. Albrecht, Goldan and Sabus |
|---|---|
| Involuntary Termination Without Cause or Resignation for Good Reason within three (3) months prior to, or within twelve (12) months following, a Change in Control | • An amount equal to 12 months of base salary, payable in a lump sum<br>• An amount equal to 12 months of the target annual incentive award, payable in a lump sum<br>• Continuation of health benefits for 12 months<br>• Accelerated vesting of all outstanding equity<br>• Outstanding stock options remain exercisable for the shorter of (a) 12 months after the termination date or (b) the remaining term of the outstanding options |
| Involuntary Termination Without Cause or Resignation for Good Reason | • An amount equal to 9 months of base salary, payable in a lump sum |

- Continuation of health benefits for 9 months
- Accelerated vesting of options that would have otherwise vested during the 12 months following the termination date
- Outstanding stock options remain exercisable for the shorter of (a) 12 months after the termination date or (b) the remaining term of the outstanding options

The benefits shown above are subject to the NEO's continued adherence to the NEO's Assignment of Developments, Non-Disclosure, and Non-Solicitation Agreement with the Company (or any successor agreement thereto).

| Name | Compensation Component | Involuntary Termination Without Cause or Resignation for Good Reason In Connection With a Change in Control | Involuntary Termination Without Cause or Resignation for Good Reason |
|---|---|---|---|
| Michael A. Metzger | | | |
| | Cash Severance | 1,536,000 | 1,024,000 |
| | Long Term Incentives | 4,189,927 | 2,058,388 |
| | Health Care Continuation | 54,602 | 54,602 |
| | Total | 5,780,529 | 3,136,990 |
| Briggs W. Morrison, M.D. | | | |
| | Cash Severance | 1,434,375 | 956,250 |
| | Long Term Incentives | 2,649,547 | 1,431,129 |
| | Health Care Continuation | 36,399 | 36,399 |
| | Total | 4,120,321 | 2,423,778 |
| Luke J. Albrecht | | | |
| | Cash Severance | 589,400 | 315,750 |
| | Long Term Incentives | 1,248,349 | 722,279 |
| | Health Care Continuation | 36,402 | 27,301 |
| | Total | 1,874,151 | 1,065,330 |
| Keith A. Goldan | | | |
| | Cash Severance | 630,000 | 337,500 |
| | Long Term Incentives | 2,347,067 | 890,334 |
| | Health Care Continuation | 36,402 | 27,301 |
| | Total | 3,013,469 | 1,255,135 |
| Catherine Madigan, M.D. | | | |
| | Cash Severance | 616,000 | 330,000 |
| | Long Term Incentives | 1,690,200 | 739,463 |
| | Health Care Continuation | 36,402 | 27,301 |
| | Total | 2,342,602 | 1,096,764 |
| Steve M. Sabus | | | |
| | Cash Severance | 693,000 | 371,250 |
| | Long Term Incentives | 2,200 | 550 |
| | Health Care Continuation | 24,266 | 18,200 |
| | Total | 719,466 | 390,000 |

As used in the tables above, the following terms are generally defined as follows:

**Change in Control:** Generally, the acquisition of 50% or more of our common stock; a merger, sale of substantially all of the assets or acquisition, or complete dissolution or liquidation of the Company.

**Good Reason:** Occurrence of any of the following (1) a decrease in executive's total target cash compensation (base and bonus) of more than 10%, (2) executive's duties, authority or responsibilities are materially diminished; (3) a material breach by the Company of the terms of the employment agreement ; or (4) Company relocation of 50 miles or more.

**Cause:** Generally means a reasonable determination by the Company's executives of (i) dishonest statements or acts with respect to the Company which has the effect of materially injuring the business or reputation of the Company; (ii) conviction of or indictment for (A) a felony or (B) any misdemeanor (excluding minor traffic violations) involving moral turpitude, deceit, dishonesty or fraud; (iii) gross negligence, willful misconduct or insubordination with respect to the Company; or (iv) material breach of any agreement between the executive and the Company.

***Pay Ratio Disclosure***

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "***Dodd-Frank Act***") and Item 402(u) of Regulation S-K, we are required to disclose the ratio of the annual total compensation of the individual identified as our paid median employee to the annual total compensation of our principal executive officer, our Chief Executive Officer. The paragraphs that follow describe our methodology and the resulting pay ratio.

We identified our median employee using our employee population as of December 31, 2022 by (i) aggregating for each applicable employee (A) annual base salary for salaried employees (or hourly rate multiplied by expected annual work schedule, for hourly employees), (B) actual bonus for 2022 and (C) the grant date fair value of any annual or new hire equity awards granted during the fiscal year ended December 31, 2022 and (ii) ranking this aggregated compensation measure for our employees (excluding our Chief Executive Officer) from highest to lowest. Salaries or wages for those employees hired during 2022 were annualized. Once the median employee was identified, we calculated the median employee's annual total compensation in accordance with the rules applicable to the Summary Compensation Table.

The total compensation for 2022 for our median employee, identified as discussed above, was $316,414. Our Chief Executive Officer's compensation as reported in the Summary Compensation Table was $4,113,476. Therefore, our pay ratio is approximately 13 to 1.

The pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on our internal records and the methodology described above. The SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Therefore, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

**Director Compensation**

***Cash and Equity Compensation***

We maintain a non-employee director compensation policy, pursuant to which each non-employee director receives an annual base retainer of $41,400 ($43,470 beginning in 2023). Our non-employee directors also receive the following cash compensation for board services, as applicable:

- the chairman of the Board (the "***Chair***") receives an additional annual retainer of $72,450 ($76,072 in 2023);
- each member of our Audit, Compensation, Science and Technology and Nominating and Corporate Governance Committees, other than the chairperson, receives an additional annual retainer of $10,350, $7,765, $7,765 and $5,175, respectively ($10,867, $8,150, $8,150 and $5,434, respectively, in 2023); and
- each chairperson of our Audit, Compensation, Science and Technology and Nominating and Corporate Governance Committees receives an additional annual retainer of $20,700, $15,525, $15,525 and $10,350, respectively ($21,735, $16,300, $16,300 and $10,867, respectively, in 2023)
.

We pay all amounts in quarterly installments. We also reimburse each of our directors for their travel expenses incurred relating to their attendance at Board and committee meetings.

Each non-employee director other than the Chair receives an annual award in the form of 16,000 deferred settlement restricted stock units ("***Deferred RSUs***") and the Chair receives an annual award of 32,000 Deferred RSUs. For each non-employee director, the shares underlying such Deferred RSUs will not be delivered to the non-employee director and may not be transferred or sold until the earlier of a separation from service, death, disability or change in control. Our practice is to grant the annual equity awards for all non-employee directors on the same date that the Board awards annual equity grants to the Company's executive officers. Each annual equity award vests on the one-year anniversary of the date of grant, subject to the director's continued service on the Board. At the time of their appointment to the Board, newly appointed non-employee directors receive a one-time initial award of options to purchase 35,000 shares of our common stock. Each newly appointed non-employee director grant vests monthly over a three-year period.

***Director Compensation***

The following table sets forth information concerning compensation accrued or paid to our independent, non-employee directors during the year ended December 31, 2022 for their service on our Board. Directors who are also our employees receive no additional compensation for their service as directors and are not set forth in the table below:

| Name | Fees earned or paid in cash ($) | Stock awards ($)(1)(3) | Total ($) |
|---|---|---|---|
| Dennis G. Podlesak | 182,315 | 505,280 | 687,595 |
| Fabrice Egros, PharmD, Ph.D. (2) | 7,763 | 252,640 | 260,403 |
| Martin H. Huber, M.D. | 56,925 | 252,640 | 309,565 |
| Jennifer Jarrett | 54,340 | 252,640 | 306,980 |
| Keith A. Katkin | 120,215 | 252,640 | 372,855 |
| Pierre Legault | 115,040 | 252,640 | 367,680 |
| William Meury | 41,400 | 252,640 | 294,040 |

(1) The amounts reported in this column represent the aggregate grant date fair value of Deferred RSUs granted to our non-employee directors during 2022 as computed in accordance with ASC 718, not including any estimates of forfeitures related to service-based vesting conditions. The assumptions used in calculating the grant date fair value of the Deferred RSUs reported in this column are set forth in note 13 to our audited consolidated financial statements included in our Annual Report on Form 10-K filed with the SEC on February 28, 2023. The amounts reported in this column do not reflect the actual economic value that may be realized by the non-employee directors. None of our non-employee directors received stock options in 2022.

(2) Dr. Egros resigned from the Board on February 23, 2022.

(3) The following table provides information regarding the aggregate number of equity awards granted to our non-employee directors that were outstanding as of December 31, 2022:

| Name | Option Awards Outstanding at Year-End | Stock Awards Outstanding at Year-End |
|---|---|---|
| Dennis G. Podlesak | 192,600 | 32,000 |
| Fabrice Egros, PharmD, Ph.D. | — | — |
| Martin H. Huber, M.D. | 35,000 | 16,000 |
| Jennifer Jarrett | 83,000 | 16,000 |
| Keith A. Katkin | 73,000 | 16,000 |
| Pierre Legault | 39,000 | 16,000 |
| William Meury | 83,000 | 16,000 |

**Limitation on Liability and Indemnification Agreements**

Our Certificate of Incorporation and Bylaws contain provisions limiting the liability of directors and provide that we will indemnify each of our directors to the fullest extent permitted under Delaware law. Our Certificate of Incorporation and Bylaws also provide our Board with discretion to indemnify our officers and employees when determined appropriate by the Board. In addition, we have entered into indemnification agreements with each of our directors and executive officers. These agreements provide for the indemnification of such persons for all reasonable expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were serving in such capacity. We have also obtained director and officer liability insurance to cover liabilities our directors and officers may incur in connection with their services to us.

**Rule 10b5-1 Sales Plans**

Our directors and officers may adopt written plans, known as Rule 10b5-1 plans, in which they will contract with a broker to buy or sell shares of our common stock on a periodic basis. Under a Rule 10b5-1 plan, a broker executes trades under parameters established by the director or officer when entering into the plan, without further direction from them. The director or officer may amend a Rule 10b5-1 plan in some circumstances and may terminate a plan at any time. Our directors and executive officers may also buy or sell additional shares outside of a Rule 10b5-1 plan when they do not possess of material nonpublic information, subject to compliance with the terms of our insider trading policy.

## PAY VERSUS PERFORMANCE

In accordance with rules adopted by the SEC pursuant to the Dodd-Frank Act, we are providing the following disclosure regarding the relationship between "compensation actually paid" to our principal executive officers ("***PEOs***") and our non-PEO NEOs and certain financial performance of the Company for the fiscal years listed below. The Compensation Committee did not specifically consider the pay versus performance information presented in this section in making its pay decisions for any of the years shown.

| Year | Summary Compensation Table Total for Briggs W. Morrison (PEO) [(1),(2)] ($) | Compensation Actually Paid to Briggs W. Morrison (PEO) [(1),(2),(3),(4)] ($) | Summary Compensation Table Total for Michael A. Metzger (PEO) [(1),(2)] ($) | Compensation Actually Paid to Michael A. Metzger (PEO) [(1),(2),(3),(4)] ($) | Average Summary Compensation Table Total for Non-PEO NEOs [(1),(2)] ($) | Average Compensation Actually Paid to Non-PEO NEOs [(1),(2),(3),(4)] ($) | Value of Initial Fixed $100 Investment Based on: Total Stockholder Return [(5)] ($) | Value of Initial Fixed $100 Investment Based on: Peer Group Total Stockholder Return [(6)] ($) | Net Income ($ Millions) [(7)] | Stock Price [(8)] ($) |
|---|---|---|---|---|---|---|---|---|---|---|
| (a) | (b) | (c) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) |
| **2022** | 2,374,171 | 3,475,750 | 4,113,476 | 6,278,969 | 2,356,288 | 3,210,130 | 289.86 | 113.65 | (149.3) | 25.45 |
| **2021** | 3,904,316 | 2,871,757 | — | — | 2,556,999 | 1,873,217 | 249.32 | 126.45 | 24.9 | 21.89 |
| **2020** | 2,165,397 | 7,604,962 | — | — | 2,539,448 | 5,582,043 | 253.30 | 126.42 | (73.2) | 22.24 |

(1) Briggs W. Morrison was our PEO from June 2015 to February 2022, and Michael A. Metzger was our PEO from February 2022 to the present. The individuals comprising the non-PEO NEOs for each year presented are listed below:

| 2020 | 2021 | 2022 |
|---|---|---|
| Michael A. Metzger | Michael A. Metzger | Luke J. Albrecht |
| Daphne Karydas | Anjali Ganguli | Keith A. Goldan |
| | Daphne Karydas | Catherine Madigan, M.D. |
| | | Alexander Nolte |
| | | Steve M. Sabus |

(2) The amounts shown for "Summary Compensation Table Total" are the amounts of total compensation reported for Dr. Morrison and Mr. Metzger (each of whom served as PEO during fiscal year 2022), and the average of total compensation reported for the non-PEO NEOs, for each corresponding year in the "Total" column of the Summary Compensation Table. Refer to "Executive Officer Compensation—Summary Compensation Table."

(3) The amounts shown for Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the PEOs and non-PEO NEOs. These amounts reflect the Summary Compensation Table Total with certain adjustments as described in footnote 4 below.

(4) "Compensation Actually Paid" reflects the exclusions and inclusions of certain amounts for the PEOs and the Non-PEO NEOs as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718. Amounts in the "Reported Value of Equity Awards" column below are the totals reported in the Stock Awards and Option Awards columns of the Summary Compensation Table for the applicable years.

| Year | Reported Summary Compensation Table Total for Briggs W. Morrison ($) | Reported Value of Equity Awards for Briggs W. Morrison ($) | Equity Award Adjustments for Briggs W. Morrison ($) | Compensation Actually Paid to Briggs W. Morrison ($) |
|---|---|---|---|---|
| 2022 | 2,374,171 | (1,393,983) | 2,495,562 | 3,475,750 |
| 2021 | 3,904,316 | (2,968,473) | 1,935,914 | 2,871,757 |
| 2020 | 2,165,397 | (1,273,590) | 6,713,155 | 7,604,962 |

| Year | Reported Summary Compensation Table Total for Michael A. Metzger ($) | Reported Value of Equity Awards for Michael A. Metzger ($) | Equity Award Adjustments for Michael A. Metzger ($) | Compensation Actually Paid to Michael A. Metzger ($) |
|---|---|---|---|---|
| 2022 | 4,113,476 | (3,602,276) | 5,227,769 | 6,278,969 |

| Year | Average Reported Summary of Compensation Table Total for Non-PEO NEOs ($) | Average Reported Value of Equity Awards for Non-PEO NEOs ($) | Average Equity Award Adjustments for Non-PEO NEOs ($) | Average Compensation Actually Paid to Non-PEO NEOs ($) |
|---|---|---|---|---|
| 2022 | 2,356,288 | (1,918,364) | 2,772,206 | 3,210,130 |
| 2021 | 2,556,999 | (1,945,308) | 1,261,526 | 1,873,217 |
| 2020 | 2,539,448 | (1,970,242) | 5,012,837 | 5,582,043 |

The amounts in the "Equity Award Adjustments" column in the tables above this footnote 4 are derived from the amounts set forth in the following tables:

| Year | Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Briggs W. Morrison ($) | Changes in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Briggs W. Morrison ($) | Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for Briggs W. Morrison ($) | Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for Briggs W. Morrison ($) | Total Equity Award Adjustments for Briggs W. Morrison ($) |
|---|---|---|---|---|---|
| 2022 | 1,988,234 | 406,030 | 322,953 | (221,655) | 2,495,562 |
| 2021 | 2,157,023 | (122,433) | 535,559 | (634,235) | 1,935,914 |
| 2020 | 2,616,502 | 2,507,102 | 519,098 | 1,070,453 | 6,713,155 |

| Year | Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Michael A. Metzger ($) | Changes in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Michael A. Metzger ($) | Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for Michael A. Metzger ($) | Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for Michael A. Metzger ($) | Total Equity Awards Adjustments for Michael A. Metzger ($) |
|---|---|---|---|---|---|
| 2022 | 4,273,515 | 416,972 | 790,397 | (253,115) | 5,227,769 |

| Year | Average Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Non-PEO NEOs ($) | Average Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Non-PEO NEOs ($) | Average Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for Non-PEO NEOs ($) | Average Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for Non-PEO NEOs ($) | Total- Average Inclusion Equity Awards Adjustments for Non-PEO NEOs ($) |
|---|---|---|---|---|---|
| 2022 | 2,664,743 | 69,395 | 71,046 | (32,978) | 2,772,206 |
| 2021 | 1,420,673 | (88,999) | 294,469 | (364,617) | 1,261,526 |
| 2020 | 2,752,962 | 1,565,138 | 187,304 | 507,433 | 5,012,837 |

In calculating the values of the February 2, 2022 performance-based stock option award uses to Mr. Metzger and Dr. Morrison, included in the above tables, the assumptions or methodology used in such calculations differ materially from those disclosed as of the grant date. Awards of performance-based stock options were originally valued using a Black-Scholes model and are valued for purposes of this table using a Monte Carlo model for the stock price hurdle position of the award.

(5) Cumulative Total Shareholder Return ("***TSR***") is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the price of a share of our common stock at the end and the beginning of the measurement period by the price of a share of our common stock at the beginning of the measurement period.

(6) Represents the Peer Group TSR, weighted according to the respective companies' stock market capitalization at the beginning of each period for which a return is indicated. The Nasdaq Biotechnology Index, which we also utilize in the stock performance graph required by Item 201(e) of Regulation S-K included in our Annual Report for the year ended December 31,

2022. The comparison assumes $100 was invested for the period starting December 31, 2019, through the end of the listed year in the Company and in the Nasdaq Biotechnology Index, respectively. Historical stock performance is not necessarily indicative of future stock performance.

(7) The dollar amounts reported represent the amount of net income reflected in the Company's audited financial statements for the applicable year.

(8) We determined the closing price of our common stock as listed on Nasdaq on an applicable day to be the most important financial performance measure used to link Company performance to Compensation Actually Paid to our PEOs in 2022. The amounts in the column represents the closing price of our stock on the last trading date of the listed year. For purposes of this disclosure, there was no financial performance measure used to link Company performance to Compensation Actually Paid to our non-PEO NEOs in 2022. As described in the Compensation Discussion and Analysis, in February 2022, the Board made an award of performance-based stock options to Mr. Metzger and Dr. Morrison, and half of those stock options

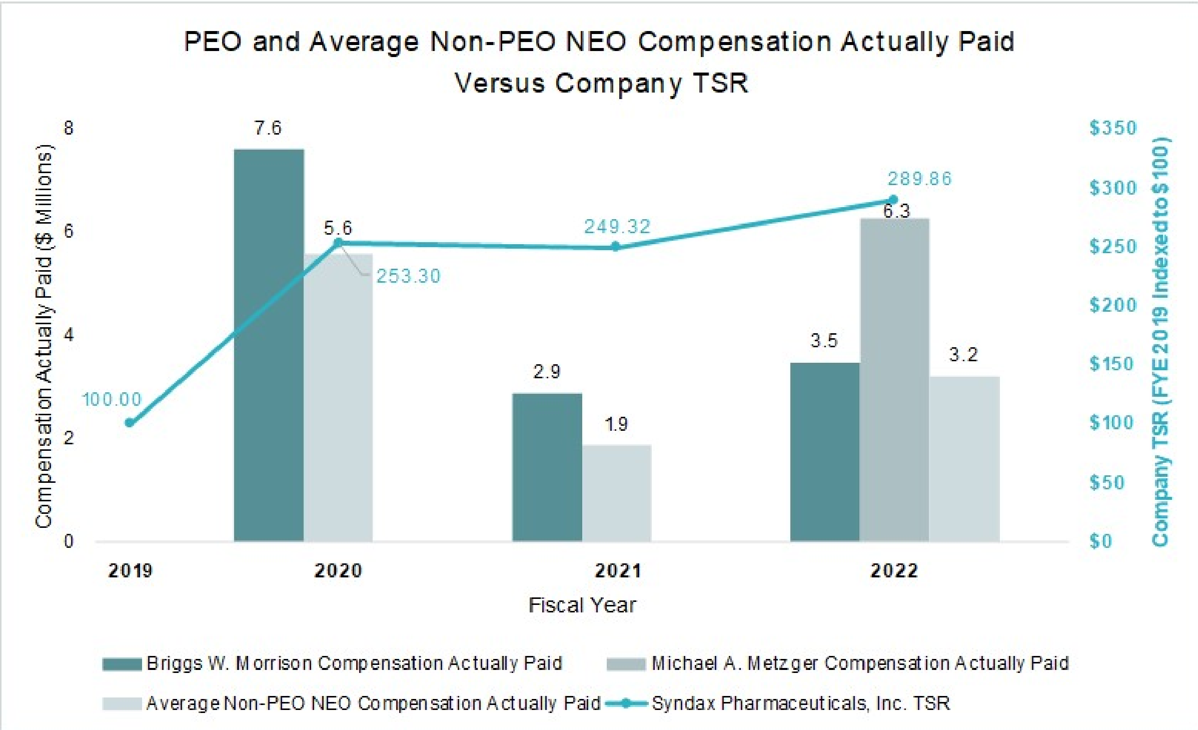
would vest upon achieving certain stock price milestones. We may determine a different financial performance measure to be the most important financial performance measure in future years.

**Analysis of Information Presented in the Pay Versus Performance Table**

In accordance with Item 402(v) of Regulation S-K, we are providing the following descriptions of the relationships between information presented in the Pay Versus Performance table above.

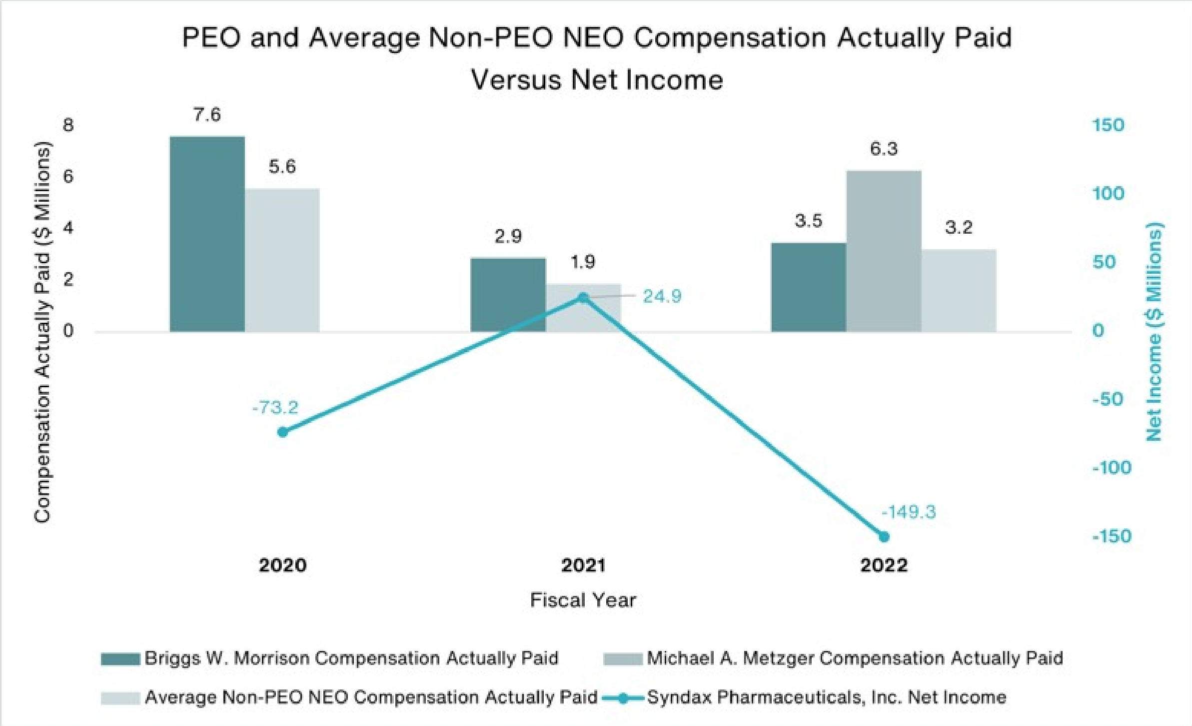
**Description of Relationship Between PEO and Non-PEO NEO Compensation Actually Paid and Cumulative TSR**

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our non-PEO NEOs, and the Company's cumulative TSR over the three most recently completed fiscal years.



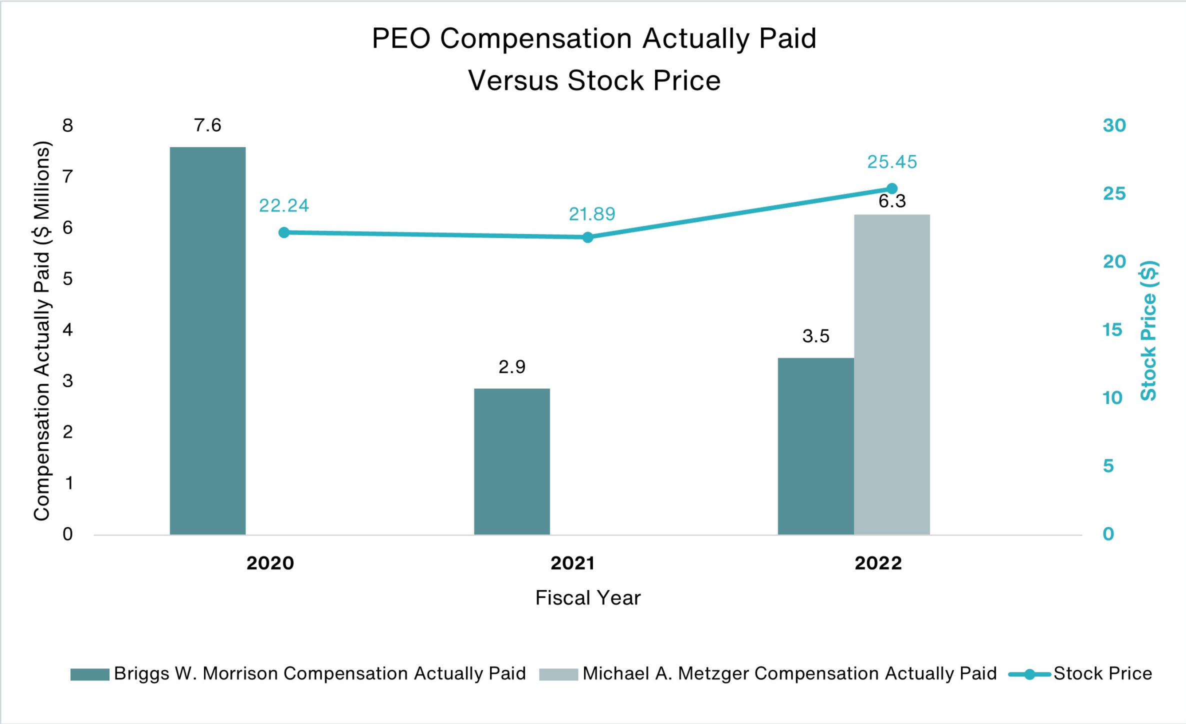

**Description of Relationship Between PEO and Non-PEO NEO Compensation Actually Paid and Net Income**

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our Non-PEO NEOs, and our net income during the three most recently completed fiscal years.



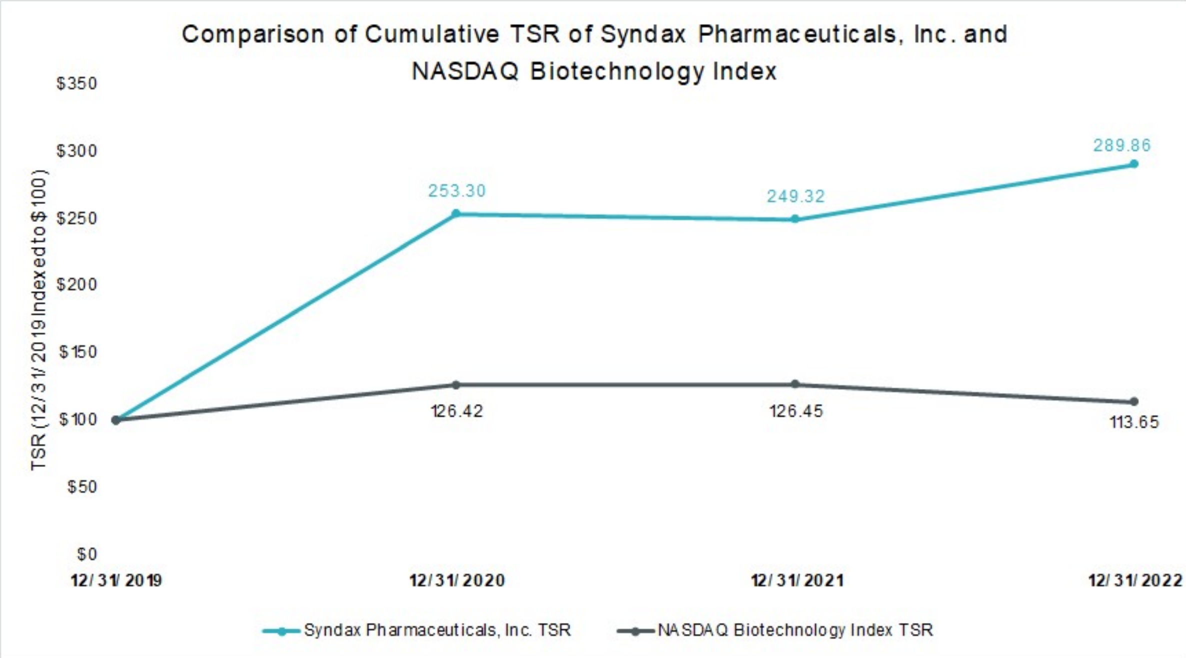

**Description of Relationship Between PEO and Non-PEO NEO Compensation Actually Paid and Stock Price**

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs and our Stock Price during the three most recently completed fiscal years. The Company did not link Stock Price, or any other financial performance measure within the meaning of Item 402(v) of Regulation S-K, to the 2022 Compensation Actually Paid in our non-PEO NEOs.




**Description of Relationship Between Company TSR and Peer Group TSR**

The following chart compares our cumulative TSR over the three most recently completed fiscal years to that of the Nasdaq Biotechnology Index over the same period.




**List of Most Important Financial Performance Measures**

We identified Stock Price as the sole financial performance measure that linked Company performance to Compensation Actually Paid (as defined for purposes of this Pay Versus Performance disclosure) for 2022. As described in footnote 8 to the Pay Versus Performance Table, above, in February 2022, the Board awarded performance-based stock options to Mr. Metzger and Dr. Morrison, which vests based on the achievement of certain stock price milestones. For purposes of this disclosure, there was no financial performance measure used to link Company performance to Compensation Actually Paid to our non-PEO NEOs in 2022.

*All information provided above under the “Pay Versus Performance” heading will not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language in any such filing, except to the extent the Company specifically incorporates such information by reference.*

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

### Policies and Procedures Regarding Transactions with Related Parties

We have adopted a written related party transaction policy in which all proposed related party transactions must be approved by either (i) our full Board in the case of executive officers and directors or (ii) with respect to all other related parties, our Nominating and Corporate Governance Committee. This review covers any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which we and any "related person" were or are participants involving an amount that exceeds or will exceed $120,000 and in which any related person had or will have a direct or indirect material interest. Transactions involving compensation for services provided to us as an employee, director, consultant or similar capacity by a related person are not covered by this policy. A "related party" is any person who is or was one of our executive officers, directors or director nominees or is a holder of more than 5% of our common stock, or their immediate family members or any entity owned or controlled by any of the foregoing persons.

### Certain Related-Party Transactions

There are no related party transactions since January 1, 2022, to which we have been a party or will be a party, other than compensation, termination, change in control and other arrangements, which are described in the section titled "Executive Officer and Director Compensation."

### *Indemnification of Directors and Officers*

We entered into indemnification agreements with each of our current directors and executive officers. See the section titled "Executive Officer and Director Compensation—Limitation on Liability and Indemnification Agreements."

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information known to us regarding the beneficial ownership of our common stock as of March 15, 2023, by: (i) each of our NEOs; (ii) each of our directors; (iii) all our executive officers and directors as a group; and (iv) each person, or group of affiliated persons, known by us to beneficially own more than 5% of any class of our voting securities.

Information with respect to beneficial ownership is based on information furnished to us by each director, executive officer or stockholder who holds more than 5% of our outstanding common stock, and Schedules 13G or 13D filed with the SEC, as the case may be. Beneficial ownership is determined according to the rules of the SEC and generally means that a person has beneficial ownership of a security if he or she possesses sole or shared voting or investment power of that security, and includes options and warrants that are currently exercisable within 60 days of March 15, 2023. Options to purchase shares of our common stock that are exercisable within 60 days of March 15, 2023, are deemed to be beneficially owned by the persons holding these options for the purpose of computing percentage ownership of that person, but are not treated as outstanding for the purpose of computing any other person's ownership percentage. Except as indicated in the footnotes below, each of the beneficial owners named in the table below has, to our knowledge, sole voting and investment power with respect to all shares of common stock listed as beneficially owned by him or her, except for shares owned jointly with that person's spouse.

We have based our calculation of beneficial ownership on 68,495,426 shares of our common stock outstanding as of March 15, 2023. Unless otherwise indicated, the address for each of the stockholders in the table below is c/o Syndax Pharmaceuticals, Inc., 35 Gatehouse Drive, Building D, Floor 3, Waltham, Massachusetts 02451.

| Name and Address of Beneficial Owner | Shares of Common Stock Beneficially Owned | Percentage of Stock Beneficially Owned |
|---|---|---|
| **Named Executive Officers and Directors:** | | |
| Michael A. Metzger (1) | 840,083 | 1.2 % |
| Keith A. Goldan (2) | 6,875 | * |
| Luke J. Albrecht (3) | 370,057 | * |
| Catherine Madigan, M.D. (4) | 55,879 | * |
| Steve M. Sabus (5) | — | * |
| Briggs W. Morrison, M.D. (6) | 861,544 | 1.2 % |
| Alexander Nolte (7) | 114,646 | * |
| Martin H. Huber, M.D. (8) | 35,444 | * |
| Jennifer Jarrett (9) | 115,000 | * |
| Keith A. Katkin (10) | 105,000 | * |
| Pierre Legault (11) | 32,000 | * |
| William Meury (12) | 115,000 | * |
| Dennis G. Podlesak (13) | 253,933 | * |
| All executive officers and directors as a group (15 persons) | 3,346,254 | 4.7 % |
| **5% Stockholders:** | | |
| Entities affiliated with Wellington Group, LLP. (14) | 7,983,442 | 11.7 % |
| Avidity Partners Management LP (15) | 7,489,286 | 10.8 % |
| Entities affiliated with BlackRock, Inc. (16) | 4,352,032 | 6.4 % |
| Frazier Life Sciences Public Fund L.P. (17) | 3,708,838 | 5.4 % |
| State Street Corporation (18) | 3,648,463 | 5.3 % |

* Represents beneficial ownership of less than 1% of our outstanding common stock.

(1) Consists of 13,909 shares of common stock and 826,174 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(2) Consists of no shares of common stock and 6,875 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(3) Consists of 2,703 shares of common stock and 367,354 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(4) Consists of 254 shares of common stock and 55,625 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(5) Consists of no shares of common stock and no shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(6) Consists of 17,836 shares of common stock and 843,708 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(7) Consists of no shares of common stock and 114,646 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(8) Consists of 16,000 shares of common stock and 19,444 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(9) Consists of 32,000 shares of common stock and 83,000 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(10) Consists of 32,000 shares of common stock and 73,000 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(11) Consists of 32,000 shares of common stock and no shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(12) Consists of 32,000 shares of common stock and 83,000 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(13) Consists of 61,333 shares of common stock and 192,600 shares of common stock issuable upon the exercise of stock options within 60 days of March 15, 2023.

(14) Consists of 7,983,442 shares of our common stock held by the following subsidiaries of Wellington Management Group LLP, or Wellington: Wellington Group Holdings LLP., Wellington Investment Advisors Holdings LLP., and Wellington Management Group LLP - Delaware. Wellington Management Group's address is 280 Congress Street, Boston, MA 02210. The information set forth above is based on our review of Schedule 13G/A filed with the SEC by each of the Wellington Management Group LLP entities on January 10, 2023 regarding their beneficial ownership of our common stock as of December 31, 2022.

(15) Consists of 7,489,286 shares of our common stock held by Avidity Partners Management LP, or Avidity. Each of Avidity Partners Management LP, Avidity Partners Management (GP) LLC, Avidity Capital Partners Fund (GP) LP, Avidity Capital Partners (GP) LLC, Avidity Master Fund LP, David Witzke, and Michael Gregory may be deemed to beneficially own the shares owned by Avidity. This number excludes 857,142 shares of common stock underlying prefunded warrants issued in December 2022 due to an ownership blocker that limits the aggregate exercise of the prefunded warrants by the Reporting Persons. The prefunded warrants are only exercisable to the extent that the holders thereof and their affiliates would beneficially own no more than 9.99% of the outstanding common stock after exercise. Avidity's address is 2828 N Harwood Street, Suite 1220 Dallas, Texas 75201. The information set forth above is based on our review of Schedule 13G/A filed with the SEC by each of the Avidity entities on February 14, 2023 regarding their beneficial ownership of our common stock as of December 31, 2022.

(16) Consists of 4,352,032 shares of our common stock held by the following subsidiaries of BlackRock, Inc, or BlackRock: BlackRock Advisors, LLC, Aperio Group, LLC, BlackRock Investment Management (UK) Limited, BlackRock Asset Management Canada Limited, BlackRock Investment Management (Australia) Limited, BlackRock Fund Advisors, BlackRock Asset Management Ireland Limited, BlackRock Institutional Trust Company, National Association, BlackRock Financial Management, Inc., BlackRock Fund Managers Ltd, BlackRock Asset Management Schweiz AG, and BlackRock Investment Management, LLC. Blackrock's address is 55 East 52nd Street, New York, NY 10055. The information set forth above is based on our review of Schedule 13G/A filed with the SEC by each of the Blackrock entities on February 1, 2023 regarding their beneficial ownership of our common stock as of December 31, 2022.

(17) Consists of (i) 1,188,135 shares of Common Stock held directly by Frazier Life Sciences X, L.P., (ii) 38,400 shares of Common Stock held directly by Frazier Life Sciences XI, L.P., (iii) 80,800 shares of Common Stock held directly by Frazier Life Sciences Public Overage Fund, L.P. and (iv) 2,401,503 shares of Common Stock held directly by Frazier Life Sciences Public Fund L.P. FHMLS X, L.P. is the general partner of Frazier Life Sciences X, L.P. and FHMLS X, L.L.C. is the general partner of FHMLS X, L.P. Patrick J. Heron and James N. Topper are the members of FHMLS X, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences X, L.P. FHMLSP, L.P. is the general partner of Frazier Life Sciences Public Fund L.P. and FHMLSP, L.L.C. is the general partner of FHMLSP, L.P. Patrick J. Heron, James N. Topper, Albert Cha and James Brush are the members of FHMLSP, L.L.C. and therefore share voting and investment power over the shares held by Frazier Life Sciences Public Fund L.P. The information set forth above is based on our review of Schedule 13G filed with the SEC by each of the Frazier Life Sciences entities on December 23, 2022 regarding their beneficial ownership of our common stock as of December 20, 2022.

(18) Consists of 3,648,463 shares of our common stock held by the following subsidiaries of State Street Corporation, or State Street: SSGA Funds Management Inc., State Street Global Advisors Europe Limited, State Street Global Advisors Limited, State Street Advisors Trust Company, and State Street Global Advisors Australia, Limited. State Street's address is One Lincoln Street, Boston, MA 02111. The information set forth above is based on our review of Schedule 13G/A filed with the SEC by each of the State Street entities on February 6, 2023 regarding their beneficial ownership of our common stock as of December 31, 2022.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the aggregate information of our equity compensation plans in effect as of December 31, 2022:

| | Column (A) | Column (B) | Column (C) | |
|---|---|---|---|---|
| | Number of securities to be issued upon exercise of outstanding options, warrants, and rights | Weighted-average exercise price of outstanding options, warrants, and rights ($) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (A)) | |
| Equity compensation plans approved by stockholders: | | | | |
| 2007 Stock Plan [1] | — | N/A | — | |
| 2015 Omnibus Incentive Plan | 7,981,677 | $ 14.42 | 942,688 | [2] |
| 2015 Employee Stock Purchase Plan | — | N/A | 1,517,411 | [3] |
| Equity compensation plans not approved by stockholders: | — | N/A | — | |
| Total | 7,981,677 | $ 14.42 | 2,460,099 | |

(1) The 2007 Plan was terminated in 2015, and any shares becoming available under the 2007 Plan by expiration, forfeiture, cancellation or otherwise have been and will be added to, and included in, the 2015 Plan.

(2) The number of shares of common stock reserved for issuance under the 2015 Plan will automatically increase on January 1 of each year, commencing on January 1, 2017 and continuing through the expiration of the 2015 Plan, in an amount equal to (a) 4% of the total number of shares of common stock outstanding on December 31 of the preceding calendar year, or (b) a lesser number of shares of common stock determined by the Board prior to the date of the increase (which may be zero). Pursuant to the terms of the 2015 Plan, 2,724,455 shares were added to the reserve on January 1, 2023.

(3) The number of shares of common stock reserved for issuance under the ESPP will automatically increase on January 1 of each year, commencing on January 1, 2017 and continuing through the expiration of the ESPP, by the lesser of (a) 1% of the total number of shares of common stock outstanding on December 31 of the preceding calendar year, (b) 250,000 shares, or (c) such lesser number of shares of common stock as determined by the Board (which may be zero). Pursuant to the terms of the ESPP, 250,000 shares were added to the reserve on January 1, 2023.

## HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, several brokers with account holders who are our stockholders will be "householding" our Proxy Materials. A single Notice of Internet Availability will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate Notice of Internet Availability, please notify your broker or Syndax. Direct your written request to: Syndax Pharmaceuticals, Inc., 35 Gatehouse Drive, Building D, Floor 3, Waltham, Massachusetts 02451, Attn: Luke J. Albrecht, General Counsel and Secretary, or contact Mr. Albrecht at (781) 419-1400.

Stockholders who currently receive multiple copies of the Notice of Internet Availability at their addresses and would like to request "householding" of their communications should contact their brokers.

## OTHER MATTERS

The Board knows of no business to be brought before the 2023 Annual Meeting which is not referred to in the accompanying Notice of Annual Meeting. Should any such matters be presented, the persons named in the proxy shall have the authority to take such action regarding such matters as in their judgment seems advisable. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the 2023 Annual Meeting unless they receive instructions from you with respect to such matter.

**A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 is available without charge upon written request to: Syndax Pharmaceuticals, Inc., 35 Gatehouse Drive, Building D, Floor 3, Waltham, Massachusetts 02451, Attn: Luke J. Albrecht, General Counsel and Secretary.**

# CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF SYNDAX PHARMACEUTICALS, INC.

Syndax Pharmaceutics, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

**First:** The name of the Corporation is Syndax Pharmaceutics, Inc.

**Second:** The date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was October 11, 2005.

**Third:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Amended and Restated Certificate of Incorporation as follows:

The first paragraph of Article IV is hereby deleted in its entirety and replaced as follows:

"**1**. **Total Authorized.** The total number of shares of all classes of stock that the Corporation has authority to issue is 210,000,000 shares, consisting of two classes: 200,000,000 shares of common stock, $0.0001 par value per share (the "**Common Stock**"), and 10,000,000 shares of preferred stock, $0.001 par value per share (the "**Preferred Stock**")."

**Fourth:** The foregoing amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**In Witness Whereof**, Syndax Pharmaceutics, Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer on this day of , 2023.

**SYNDAX PHARMACEUTICS, INC.**

By:

Michael A. Metzger

Chief Executive Officer

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**SYNDAX PHARMACEUTICALS, INC.** VOTE

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ENDORSEMENT_LINE______________ SACKPACK_____________

MR A SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6

## Your vote matters – here's how to vote!

You may vote online or by phone instead of mailing this card.

**Online**
Go to **www.investorvote.com/SNDX** or scan the QR code — login details are located in the shaded bar below.

**Phone**
Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada

**Save paper, time and money! Sign up for electronic delivery at www.investorvote.com/SNDX**

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. X

## Annual Meeting Proxy Card

1234 5678 9012 345

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**A Proposals — The Board of Directors recommends a vote FOR each of the nominees listed in Proposal 1, FOR Proposals 2, 3 and 4.**

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1. Election of Directors
   Nominees:

| | For | Withhold | | For | Withhold |
|---|---|---|---|---|---|
| 01 - Pierre Legault | ☐ | ☐ | 02 - Michael A. Metzger | ☐ | ☐ |

| | For | Against | Abstain |
|---|---|---|---|
| 2. To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the 2023 proxy statement. | ☐ | ☐ | ☐ |
| 3. To ratify the selection of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2023. | ☐ | ☐ | ☐ |
| 4. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 200,000,000 shares. | ☐ | ☐ | ☐ |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

**B Authorized Signatures — This section must be completed for your vote to count. Please date and sign below.**

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.

| Date (mm/dd/yyyy) — Please print date below. | Signature 1 — Please keep signature within the box. | Signature 2 — Please keep signature within the box. |
|---|---|---|
| / / | | |

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**The 2023 Annual Meeting of Stockholders of Syndax Pharmaceuticals, Inc. will be held on Wednesday, May 17, 2023, 8:30 AM, EDT, virtually via the internet at www.meetnow.global/MWULVG7.**

**To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.**

**Small steps make an impact.**

Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/SNDX

**▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼**

## Proxy — SYNDAX PHARMACEUTICALS, INC.

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### Annual Meeting of Stockholders

**May 17, 2023 8:30 AM**
**This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Michael A. Metzger and Luke J. Albrecht, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of SYNDAX PHARMACEUTICALS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 8:30 AM, EDT on May 17, 2023.

**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**

**C Non-Voting Items**

| **Change of Address** – Please print new address below. | **Comments** – Please print your comments below. |
|---|---|
| | |

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