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**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**

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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 under §240.14a-12

**REVOLUTION MEDICINES, 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.
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**REVOLUTION MEDICINES, INC.**

Dear Stockholder:

I am pleased to invite you to attend the 2022 Annual Meeting of Stockholders (the “Annual Meeting”) of Revolution Medicines, Inc., which will be held online at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022), on June 16, 2022 at 7:30 a.m. Pacific Time.

The attached Notice of Annual Meeting of Stockholders and Proxy Statement contain details of the business to be conducted at the Annual Meeting.

Whether or not you attend the Annual Meeting online, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to promptly vote and submit your proxy via the Internet, by phone or by mail. If you decide to attend the Annual Meeting online, you will be able to vote electronically or via phone using the control number on your proxy card, even if you have previously submitted your proxy.

On behalf of the Board of Directors, I would like to express our appreciation for your interest in Revolution Medicines.

Sincerely,

/s/ MARK A. GOLDSMITH

Mark A. Goldsmith, M.D., Ph.D.  
*President and Chief Executive Officer*

**REVOLUTION MEDICINES, INC.**  
**700 Saginaw Drive**  
**Redwood City, California 94063**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON JUNE 16, 2022**

To the Stockholders of Revolution Medicines, Inc.:

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of Stockholders (the “Annual Meeting”) of Revolution Medicines, Inc., a Delaware corporation (the “Company”), will be held on Thursday, June 16, 2022, at 7:30 a.m. local time. The Annual Meeting will be held entirely online. You will be able to attend and participate in the Annual Meeting online by registering at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022). Once registered you will receive further instructions via email on how to listen to the meeting live, submit questions, and vote. The Annual Meeting will be held for the following purposes:

1. To elect three Class II directors to hold office until the 2025 annual meeting of stockholders or until their successors are elected and qualified;
2. To ratify the appointment, by the Audit Committee of the Company’s Board of Directors, of PricewaterhouseCoopers LLP, as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2022;
3. To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the proxy statement accompanying this notice pursuant to the compensation disclosure rules of the Securities and Exchange Commission (“Say-on-Pay”);
4. To approve, on a non-binding, advisory basis, whether a Say-on-Pay vote should occur every one year, every two years or every three years; and
5. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. Only stockholders who owned common stock of the Company at the close of business on April 21, 2022 (the “Record Date”) can vote at this meeting or any adjournments that take place.

The Board of Directors recommends that you vote **FOR** the election of the director nominees named in Proposal No. 1 of the Proxy Statement; **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP, as the independent registered public accounting firm, as described in Proposal No. 2 of the Proxy Statement; **FOR** the approval, on a non-binding, advisory basis, of the Say-On-Pay proposal as described in Proposal No. 3 of the proxy statement; and **“EVERY ONE YEAR”** on a non-binding, advisory basis as the frequency of future Say-on-Pay votes as described in Proposal No. 4 of the proxy statement.

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING ONLINE, WE ENCOURAGE YOU TO READ THE ACCOMPANYING PROXY STATEMENT AND OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2021, AND SUBMIT YOUR PROXY AS SOON AS POSSIBLE USING ONE OF THE THREE CONVENIENT VOTING METHODS DESCRIBED IN THE “INFORMATION ABOUT THE PROXY PROCESS AND VOTING” SECTION IN THE PROXY STATEMENT. IF YOU RECEIVE MORE THAN ONE SET OF PROXY MATERIALS OR NOTICE OF INTERNET AVAILABILITY BECAUSE YOUR SHARES ARE REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH PROXY SHOULD BE SIGNED AND SUBMITTED TO ENSURE THAT ALL OF YOUR SHARES WILL BE VOTED.**

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By Order of the Board of Directors

/s/ Mark A. Goldsmith

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Mark A. Goldsmith, M.D., Ph.D.  
President and Chief Executive Officer

Redwood City, California

April 26, 2022

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**REVOLUTION MEDICINES, INC.**  
**700 Saginaw Drive**  
**Redwood City, California 94063**

**PROXY STATEMENT**  
**FOR THE 2022 ANNUAL MEETING OF STOCKHOLDERS**

**JUNE 16, 2022**

**INTRODUCTION**

We have sent you this Proxy Statement and the enclosed Proxy Card because the Board of Directors (the “Board”) of Revolution Medicines, Inc. (referred to herein as the “Company”, “Revolution Medicines”, “we”, “us” or “our”) is soliciting your proxy to vote at our 2022 Annual Meeting of Stockholders (the “Annual Meeting”) to be held on Thursday, June 16, 2022, at 7:30 a.m. local time. The Annual Meeting will be held entirely online. You will be able to attend and participate in the Annual Meeting online by registering at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022). Once registered you will receive further instructions via email on how to listen to the meeting live, submit questions, and vote.

- This Proxy Statement summarizes information about the proposals to be considered at the Annual Meeting and other information you may find useful in determining how to vote.
- The Proxy Card is the means by which you actually authorize another person to vote your shares in accordance with your instructions.

In addition to solicitations by mail, our directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, e-mail and personal interviews. We may retain outside consultants to solicit proxies on our behalf as well. All costs of solicitation of proxies will be borne by us. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and we will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials.

Pursuant to the rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our Annual Meeting materials, which include this Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2021 (the “Form 10-K”), over the internet in lieu of mailing printed copies. We will begin mailing the Notice of Internet Availability to our stockholders of record as of April 21, 2022 (the “Record Date”) for the first time on or about April 26, 2022. The Notice of Internet Availability will contain instructions on how to access and review the Annual Meeting materials, and will also contain instructions on how to request a printed copy of the Annual Meeting materials. In addition, we have provided brokers, dealers, banks, voting trustees and their nominees, at our expense, with additional copies of our proxy materials and the Form 10-K so that our record holders can supply these materials to the beneficial owners of shares of our common stock as of the Record Date. The Form 10-K is also available on our website at <https://ir.revmed.com/sec-filings>.

The only outstanding voting securities of Revolution Medicines are shares of common stock, \$0.0001 par value per share (the “common stock”), of which there were 74,232,891 shares outstanding as of the Record Date (excluding any treasury shares). The holders of a majority in voting power of the shares of common stock issued and outstanding and entitled to vote, present in person or represented by proxy, are required to hold the Annual Meeting.

## INFORMATION ABOUT THE PROXY PROCESS AND VOTING

### Why am I receiving these materials?

We have made this Proxy Statement and Proxy Card available to you on the internet or, upon your request, have delivered printed proxy materials to you, because the Board is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the Annual Meeting. You are invited to attend the Annual Meeting online to vote on the proposals described in this Proxy Statement. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may simply complete, sign and return the Proxy Card, or follow the instructions below to submit your proxy over the telephone or on the internet.

This Proxy Statement, the Notice of Internet Availability, the Notice of Annual Meeting and accompanying Proxy Card will be first made available for access on or about April 26, 2022 to all stockholders of record entitled to vote at the Annual Meeting.

### Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting. At the close of business on the Record Date, there were 74,232,891 shares of common stock issued and outstanding and entitled to vote.

#### *Stockholder of Record: Shares Registered in Your Name*

If, on the Record Date, your shares were registered directly in your name with the transfer agent for our common stock, American Stock Transfer & Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote at the Annual Meeting by attending the Annual Meeting online and following the instructions posted at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022) or you may vote by proxy. Whether or not you plan to attend the Annual Meeting online, we encourage you to fill out and return the Proxy Card or vote by proxy over the telephone or on the internet as instructed below to ensure your vote is counted.

#### *Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent*

If, on the Record Date, your shares were held in an account at a brokerage firm, bank, dealer, custodian or other similar organization acting as nominee (each, a “Broker”), then you are the beneficial owner of shares held in “street name” and these proxy materials are 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 on how to vote the shares in your account. You are also invited to register to attend the Annual Meeting online at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022). However, since you are not the stockholder of record, you may not vote your shares at the Annual Meeting by attending the Annual Meeting online unless you request and obtain a valid Proxy Card from your Broker or other agent.

### What am I being asked to vote on?

You are being asked to vote on four proposals:

- Proposal 1 — the election of three Class II directors to hold office until our 2025 annual meeting of stockholders;
- Proposal 2 — the ratification of the appointment, by the Audit Committee of our Board, of PricewaterhouseCoopers LLP, as our independent registered public accounting firm for the year ending December 31, 2022;

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- Proposal 3 — the approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC (“Say-on-Pay”); and
- Proposal 4 — the approval, on a non-binding, advisory basis, of whether a Say-on-Pay vote should occur every one year, every two years or every three years.

In addition, you are entitled to vote on any other matters that are properly brought before the Annual Meeting.

### **How do I vote?**

- For Proposal 1, you may either vote “For” all the nominees to the Board or you may “Withhold” your vote for any nominee you specify.
- For Proposal 2, you may either vote “For” or “Against” or abstain from voting.
- For Proposal 3, you may either vote “For” or “Against” or abstain from voting.
- For Proposal 4, you may vote “Every One Year”, “Every Two Years” or “Every Three Years” or abstain from voting.

Please note that by casting your vote by proxy you are authorizing the individuals listed on the Proxy Card to vote your shares in accordance with your instructions and in their discretion with respect to any other matter that properly comes before the Annual Meeting or any adjournments or postponements thereof.

The procedures for voting are as follows:

#### ***Stockholder of Record: Shares Registered in Your Name***

If you are a stockholder of record, you may vote at the Annual Meeting online. Alternatively, you may vote by proxy by using the accompanying Proxy Card, over the internet or by telephone. Whether or not you plan to attend the Annual Meeting online, we encourage you to vote by proxy to ensure your vote is counted. Even if you have submitted a proxy before the Annual Meeting, you may still attend the Annual Meeting online and vote online. In such case, your previously submitted proxy will be disregarded.

- To vote at the Annual Meeting, you must pre-register to attend the Annual Meeting online and follow the instructions posted at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022).
- To vote using the Proxy Card, simply complete, sign and date the accompanying Proxy Card and return it promptly in the envelope provided. If you return your signed Proxy Card to us before the Annual Meeting, we will vote your shares in accordance with the Proxy Card.
- To vote by proxy over the internet, follow the instructions provided on the Notice of Internet Availability.
- To vote by telephone, you may vote by proxy by calling the toll-free number found on the Notice of Internet Availability.

#### ***Beneficial Owner: Shares Registered in the Name of Broker***

If you are a beneficial owner of shares registered in the name of your Broker you should have received a voting instruction card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the voting instruction card to ensure that your vote is counted. To vote at the



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Annual Meeting online, you must obtain a valid proxy from your Broker. Follow the instructions from your Broker, bank or other agent included with these proxy materials, or contact your Broker to request a proxy form.

### **Who counts the votes?**

Broadridge Financial Solutions, Inc. (“Broadridge”) has been engaged as our independent agent to tabulate stockholder votes (the “Inspector of Election”). If you are a stockholder of record, your executed Proxy Card is returned directly to Broadridge for tabulation. As noted above, if you hold your shares through a Broker, your Broker returns one Proxy Card to Broadridge on behalf of all its clients.

### **How are votes counted?**

Votes will be counted by the Inspector of Elections appointed for the Annual Meeting. The Inspector of Elections will separately count for Proposal No. 1, votes “FOR,” “WITHHOLD” and, if applicable, broker non-votes; with respect to Proposals No. 2 and No. 3 votes “FOR” and “AGAINST,” abstentions and, if applicable, broker non-votes; with respect to Proposal No. 4, votes for “Every One Year,” “Every Two Years,” “Every Three Years,” abstentions and, if applicable, broker non-votes.

If your shares are held by your Broker as your nominee (that is, held beneficially in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your Broker to vote your shares. If you do not give voting instructions to your Broker, your Broker can only vote your shares with respect to “routine” items, but not with respect to “non-routine” items. See below for more information regarding: “What are “broker non-votes?”” and “Which ballot measures are considered “routine” or “non-routine?””.

### **What are “broker non-votes”?**

Broker non-votes occur when a beneficial owner of shares held in “street name” does not give instructions to the Broker holding the shares as to how to vote on matters deemed “non-routine.” Generally, if shares are held in street name, the beneficial owner of the shares is entitled to give voting instructions to the Broker holding the shares. If the beneficial owner does not provide voting instructions, the Broker can still vote the shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. In the event that a Broker or other record holder of common stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular proposal, then those shares will be treated as broker non-votes with respect to that proposal. Accordingly, if you own shares through a nominee, such as a Broker, please be sure to instruct your nominee how to vote to ensure that your vote is counted on each of the proposals.

### **Which ballot measures are considered “routine” or “non-routine?”**

The ratification of the appointment of PricewaterhouseCoopers LLP, as our independent registered public accounting firm for the year ending December 31, 2022 (Proposal 2) is considered routine under applicable rules. A Broker may generally vote on routine matters, and therefore no broker non-votes are expected to exist in connection with Proposal 2. Proposal 1 to elect directors, Proposal 3 to approve the Say-On-Pay and Proposal 4 to approve the frequency of Say-On-Pay votes are all considered non-routine under applicable rules. A Broker cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposal 1, Proposal 3, and Proposal 4.

### **How many votes are needed to approve the proposal?**

Proposal No. 1 — To elect three Class II directors to hold office until our 2025 annual meeting of stockholders and until their successors are elected and qualified. Directors shall be elected by a plurality of the votes cast, which means that the three nominees receiving the most “For” votes (from the votes of shares present

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in attendance or represented by proxy and entitled to vote on the election of directors) will be elected. “Withhold” votes and broker non-votes will not be counted towards the vote total for this proposal.

Proposal No. 2 — To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022. The ratification of PricewaterhouseCoopers LLP as independent registered public accounting firm for the year ending December 31, 2022 requires the affirmative vote of the majority of the votes cast, which means the number of shares voted “FOR” the proposal must exceed the number of shares voted “AGAINST” such proposal. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote for this proposal. Because Proposal No. 2 is considered a “routine” matter, no broker non-votes are expected in connection with this proposal.

Proposal No. 3 — To approve, on a non-binding, advisory basis, the Say-On-Pay proposal. The Say-On-Pay proposal requires the affirmative vote of the majority of the votes cast, which means the number of shares voted “FOR” the proposal must exceed the number of shares voted “AGAINST” such proposal. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote for this proposal.

Proposal No. 4 — To approve, on a non-binding, advisory basis, whether a Say-on-Pay vote should occur every one year, every two years or every three years. The approval on the frequency of future Say-On-Pay votes requires that the option of every one year, every two years or every three years must receive the affirmative vote of the holders of a majority in voting power of the votes cast (excluding abstentions and broker non-votes) will be the frequency recommended by stockholders. If none of the frequency alternatives (one year, two years or three years) receives a majority vote, the Company will consider the frequency that receives the highest number of votes by stockholders to be the frequency that has been recommended by its stockholders. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote for this proposal.

Because votes on Proposals No. 3 and 4 are advisory, they will not be binding on the Board, the Compensation Committee of the Board or the Company. With respect to Proposal No. 3, the Board will review the voting results and take them into consideration when making future decisions about executive compensation. With respect to Proposal No. 4, the Board may decide that it is in the best interests of the Company and its stockholders to hold a stockholder advisory vote on executive compensation more or less frequently than the option recommended by stockholders.

### **How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of common stock you own as of the Record Date.

### **What if I return a Proxy Card but do not make specific choices?**

If we receive a signed and dated Proxy Card and the Proxy Card does not specify how your shares are to be voted, your shares will be voted as follows:

- “For” the election of each of the three nominees for director;
- “For” the ratification of the appointment of PricewaterhouseCoopers LLP, as our independent registered public accounting firm for the fiscal year ending December 31, 2022;
- “For” the approval, on a non-binding, advisory basis, of the Say-On-Pay proposal; and
- “Every One Year” on a non-binding, advisory basis as the frequency of future Say-On-Pay votes.

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If any other matter is properly presented at the Annual Meeting, your proxy (one of the individuals named on your Proxy Card) will vote your shares in his or her discretion.

### **Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors, officers and employees may also solicit proxies in person, by telephone or by other means of communication. Directors, officers and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

### **What does it mean if I receive more than one set of materials?**

If you receive more than one set of materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all the shares you own, you must either sign and return all of the Proxy Cards or follow the instructions for any alternative voting procedure on each of the Proxy Cards.

### **Can I change my vote after submitting my proxy?**

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy with a later date.
- You may send a written notice that you are revoking your proxy to the Secretary of the Company at 700 Saginaw Drive, Redwood City, California 94063.
- You may attend the Annual Meeting online and vote by following the instructions at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022). Simply attending the Annual Meeting online will not, by itself, revoke your proxy.

If your shares are held by your Broker, you should follow the instructions provided by them.

### **How do I attend the virtual Annual Meeting?**

The live audio webcast of the Annual Meeting will begin promptly at 7:30 a.m. local time. Online access to the audio webcast will open approximately 15 minutes prior to the start of the Annual Meeting to allow time for our stockholders to log in and test their devices' audio system. We encourage you to access the meeting in advance of the designated start time.

To attend the Annual Meeting, stockholders will need to log-in to [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022) using the 16-digit control number on the proxy card or voting instruction form.

### **Can I submit questions prior to or at the virtual Annual Meeting?**

An online portal will be available to our stockholders at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022). Stockholders may access this portal to submit questions and vote 15 minutes prior, or during, the Annual Meeting. To demonstrate proof of stock ownership, you will need to enter the 16-digit control number received with your proxy card or voting instruction form to submit questions and vote at our Annual Meeting. We intend to answer questions submitted before or during the meeting that are pertinent to the Company and the items being brought before stockholder vote at the Annual Meeting, as time permits, and in accordance with the Rules of Conduct for the Annual Meeting. Questions and answers will be grouped by topic and substantially similar questions will be answered only once.

**Is technical assistance provided before and during the virtual Annual Meeting?**

Beginning 15 minutes prior to the start of and during the virtual Annual Meeting, we will have support team ready to assist stockholders with any technical difficulties they may have accessing or hearing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual shareholder meeting log in page.

**When are stockholder proposals due for next year's Annual Meeting?**

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by December 27, 2022 to the Secretary of the Company at 700 Saginaw Drive, Redwood City, California 94063; provided, that if the date of the annual meeting is more than 30 days from June 16, 2023, the deadline is a reasonable time before we begin to print and send our proxy materials for next year's annual meeting. Pursuant to our bylaws, in order for a stockholder to present a proposal for next year's annual meeting, other than proposals to be included in the proxy statement as described above, or to nominate a director, you must do so between February 16, 2023 and March 18, 2023; provided, that if the date of that annual meeting is more than 30 days before or more than 60 days after June 16, 2023, you must give notice not later than the 90th day prior to the annual meeting date or, if later, the 10th day following the day on which public disclosure of the annual meeting date is first made. You are also advised to review our bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

**What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if the holders of a majority in voting power of the shares of common stock issued and outstanding and entitled to vote on the Record Date are present in attendance online or represented by proxy at the Annual Meeting. On the Record Date, there were 74,232,891 shares outstanding and entitled to vote. Accordingly, 37,116,446 shares must be represented by stockholders present at the Annual Meeting online or by proxy to have a quorum.

Your shares will be counted toward the quorum only if you submit a valid proxy or vote at the Annual Meeting online. Abstentions and broker non-votes will be counted toward the quorum requirement. If there is no quorum, either the chair of the Annual Meeting or a majority in voting power of the stockholders entitled to vote at the Annual Meeting, in attendance online or represented by proxy, may adjourn the Annual Meeting to another time or place.

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

Voting results will be announced by the filing of a Current Report on Form 8-K within four business days after the Annual Meeting. If final voting results are unavailable at that time, we will file an amended Current Report on Form 8-K within four business days of the day the final results are available.

**PROPOSAL NO. 1  
ELECTION OF DIRECTORS**

Our Board is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a staggered, three-year term. Unless the Board determines that vacancies (including vacancies created by increases in the number of directors) shall be filled by the stockholders, and except as otherwise provided by law, vacancies on the Board may be filled only by the affirmative vote of a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the number of directors) shall serve for the remainder of the full term of the class of directors in which the vacancy occurred and until such director's successor is elected and qualified.

The Board currently consists of nine seated directors, divided into the three following classes:

- *Class I directors:* Elizabeth McKee Anderson, Flavia Borellini, Ph.D. and Neil Exter, whose current terms will expire at the annual meeting of stockholders to be held in 2024;
- *Class II directors:* Vincent A. Miller, M.D., Eric T. Schmidt, Ph.D. and Thilo Schroeder, Ph.D., whose current terms will expire at the Annual Meeting; and
- *Class III directors:* Alexis Borisy, Mark A. Goldsmith, M.D., Ph.D. and Barbara Weber, M.D., whose current terms will expire at the annual meeting of stockholders to be held in 2023.

At each annual meeting of stockholders, the successors to directors whose terms will then expire will be elected to serve from the time of election and qualification until the third subsequent annual meeting of stockholders.

Sushil Patel, Ph.D., Eric T. Schmidt, Ph.D. and Thilo Schroeder, Ph.D. have been nominated to serve as Class II directors and have elected to stand for election. If elected, each of Dr. Patel, Dr. Schmidt and Dr. Schroeder will hold office from the date of their election by the stockholders until the third subsequent annual meeting of stockholders or until their successor is elected and has been qualified, or until such director's earlier death, resignation or removal. Dr. Miller was not nominated to serve as a Class II director and therefore will not stand for reelection.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named above. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Dr. Patel, Dr. Schmidt and Dr. Schroeder have agreed to serve if elected, and management has no reason to believe that they will be unable to serve. Directors are elected by a plurality of the votes cast at the meeting.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE  
FOR THE ELECTION OF EACH NAMED NOMINEE.**

The following table sets forth, for the Class II nominees who are currently standing for election, the other Class II director who is not standing for re-election, and for our other current directors who will continue in office after the Annual Meeting, information with respect to their ages as of March 31, 2022 and position/office held within the Company:

Name	Age	Position/Office Held With the Company	Director Since
<i>Class II Directors whose terms expire at the Annual Meeting</i>			
Vincent A. Miller, M.D. <sup>(1)(2)(3)(4)</sup>	60	Director	2019
Eric T. Schmidt, Ph.D. <sup>(5)</sup>	53	Director	2020
Thilo Schroeder, Ph.D. <sup>(3)(5)</sup>	40	Director	2018
<i>Class II Director Nominee for election at the Annual Meeting</i>			
Sushil Patel, Ph.D.	51	Director Nominee	N/A
<i>Class III Directors whose terms expire at the 2023 Annual Meeting of Stockholders</i>			
Alexis Borisy <sup>(1)(2)</sup>	50	Director	2014
Mark A. Goldsmith, M.D., Ph.D.	60	President, Chief Executive Officer, and Chair of the Board	2014
Barbara Weber, M.D. <sup>(3)(5)</sup>	65	Director	2018
<i>Class I Directors whose terms expire at the 2024 Annual Meeting of Stockholders</i>			
Elizabeth McKee Anderson <sup>(1)</sup>	64	Director	2015
Flavia Borellini, Ph.D. <sup>(3)</sup>	60	Director	2021
Neil Exter <sup>(2)</sup>	63	Director	2019

(1) Member of the Compensation Committee.

(2) Member of the Nominating and Corporate Governance Committee.

(3) Member of the Research and Development Committee.

(4) Dr. Miller was not nominated to serve as a Class II director, will not stand for reelection at the Annual Meeting and will cease service as a director immediately after the Annual Meeting.

(5) Member of the Audit Committee.

Set forth below is biographical information for each of the nominees and each person whose term of office as a director will continue after the Annual Meeting. The following includes certain information regarding our directors' individual experience, qualifications, attributes and skills that led the Board to conclude that they should serve as directors.

**Nominees for Election to a Three-Year Term Expiring at the 2025 Annual Meeting of Stockholders**

**Thilo Schroeder, Ph.D.** has served as a member of our board of directors since March 2018. Since 2012, Dr. Schroeder has been a Partner at Nextech Invest Ltd. ("Nextech"), a venture capital fund focused on investing in oncology companies. Dr. Schroeder also serves as a member of the boards of directors of PMV Pharmaceuticals, Inc., a precision medicine oncology company, and Silverback Therapeutics, Inc., a biopharmaceutical company. Dr. Schroeder previously served as a member of the board of directors of IDEAYA Biosciences, Inc., an oncology-focused biotechnology company, from January 2018 to June 2020. Prior to joining Nextech in 2012, Dr. Schroeder worked in research specializing on the development of Designed Ankyrin Repeat Proteins (DARPs) as specific protein inhibitors from 2007 to 2012. Dr. Schroeder received a B.S. in Biology from the Technical University of Darmstadt in Germany, an M.S. in Biotechnology from the École de Supérieure de Biotechnologie de Strasbourg in France, and a Ph.D. in Biochemistry from the University of Zurich in Switzerland. We believe that Dr. Schroeder's educational background and research experience, his experience as a board member of biotechnology and pharmaceutical companies, and his experience as an investor in life sciences companies provide him with the qualifications and skills necessary to serve as a member of our board of directors.

**Eric T. Schmidt, Ph.D.** has served as a member of our board of directors since June 2020. He has served as the Chief Financial Officer of Allogene Therapeutics, a biotechnology company, since June 2018. Prior to joining Allogene, Dr. Schmidt was a Managing Director and Senior Research Analyst at Cowen and Company, LLC. He joined Cowen as a Research Analyst in 1998 where he covered biotechnology stocks until June 2018. He was previously a Vice President and Research Analyst for UBS Securities. He also serves as a board member of Relmada Therapeutics, Inc. and Allogene Overland Biopharm, Ltd. Dr. Schmidt obtained a B.A. in Chemistry from the University of Pennsylvania and a Ph.D. in Biology from the Massachusetts Institute of Technology, where he serves on the Visiting Committee for the Department of Biology. We believe that Mr. Schmidt's experience as an officer and director of other biotechnology companies and his financial and capital markets experience provide him with the qualifications and skills necessary to serve as a member of our board of directors.

**Sushil Patel, Ph.D.** was nominated to serve as a member of our board of directors in April 2022. He has served as Chief Commercial Officer of Replimune Group, Inc., a biotechnology company, since May 2021. Prior to joining Replimune, he served as VP, Franchise Head for Lung, Skin, Tumor Agnostic, and Rare Cancers at Genentech, Inc. from April 2018 to May 2021, and previously held various positions of increasing responsibility at Genentech, Inc. from 2002 to April 2018, including global launch lead and lifecycle leader for Tecentriq in lung cancer. From 1999 to 2002, he was Senior Consultant at Front Line Strategic Management Consulting. Prior to this served as a Senior Research Executive at IMS Health in the Pharma Strategy Group from 1996 to 1999 and Clinical Research Scientist at the Central Public Health Laboratory from 1993 to 1996. He obtained his Ph.D. in Molecular Biology from the University of London in 1999, his M.S. in Biotechnology from the Imperial College London in 1993, and his B.S. in Microbiology and Microbial Technology from the University of Warwick in 1992. We believe that Dr. Patel's experience as an officer of other biotechnology companies and his educational background provide him with the qualifications and skills necessary to serve as a member of our board of directors.

#### **Directors Continuing in Office Until the 2023 Annual Meeting of Stockholders**

**Barbara Weber, M.D.** has served as a member of our board of directors since April 2018. Dr. Weber is the President and Chief Executive Officer and a member of the board of directors of Tango Therapeutics, Inc., a biotechnology company. Dr. Weber has been a Venture Partner at Third Rock Ventures since March 2015 and, from April 2015 to September 2017, she served as Interim Chief Executive Officer at Neon Therapeutics, Inc., a biotechnology company. From 2009 to February 2015, Dr. Weber served as Senior Vice President, Oncology Translation Medicine at Novartis. Dr. Weber received a B.S. in Chemistry from the University of Washington and an M.D. from the University of Washington School of Medicine and was a resident in internal medicine at Yale University. We believe that Dr. Weber's experience as an officer and director of other biotechnology companies, her investment experience and her educational background provide her with the qualifications and skills necessary to serve as a member of our board of directors.

**Alexis Borisy** has served as a member of our board of directors since November 2014. Mr. Borisy has served as the Executive Chairman of EQRx, Inc., a biotechnology company, since September 2021 and previously served as the Chairman and Chief Executive Officer of EQRx from August 2019 to August 2021. From 2010 to June 2019, Mr. Borisy was a Partner at Third Rock Ventures. Mr. Borisy serves as a member of the boards of directors of the following biotechnology companies: Magenta Therapeutics, Inc., Relay Therapeutics, Inc. and Tango Therapeutics, Inc. Mr. Borisy co-founded Blueprint Medicines Corporation, a biopharmaceutical company, and served as its Interim Chief Executive Officer from 2013 to 2014 and has served as a member of its board of directors since 2011. Mr. Borisy co-founded Foundation Medicine, Inc., a biotechnology company, where he served as its Interim Chief Executive Officer from 2009 to 2011 and served as a member of its board of directors from 2009 to July 2018, including as Chairman from 2011 to February 2017. Mr. Borisy served as a member of the board of directors of Editas Medicine, Inc., a pharmaceutical company, from 2013 to March 2018. Mr. Borisy received an A.B. in Chemistry from the University of Chicago and an A.M. in Chemistry and Chemical Biology from Harvard University. We believe Mr. Borisy's extensive experience as an executive of,

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and working with and serving on the board of directors of, multiple biopharmaceutical and life sciences companies, his educational background and his experience working in the venture capital industry provide him with the qualifications and skills necessary to serve as a member of our board of directors.

**Mark A. Goldsmith, M.D., Ph.D.** has served as a member of our board of directors and as our President and Chief Executive Officer since November 2014. From 2009 to July 2021, Dr. Goldsmith has served as a member of the board of directors of Constellation Pharmaceuticals, Inc., a biopharmaceutical company, where he also served as President and Chief Executive Officer from 2009 to 2012, as Chairman from 2012 to June 2016 and from March 2017 to July 2021, and as Interim Executive Chairman from June 2016 to March 2017. Dr. Goldsmith was previously a Partner with Third Rock Ventures, a life sciences venture capital firm, from 2013 to 2015, and a Venture Partner with Third Rock from 2012 to 2013. Dr. Goldsmith served as President and Chief Executive Officer and as a member of the board of directors of Global Blood Therapeutics, a biopharmaceutical company, from 2012 to 2014. Dr. Goldsmith also served as President and Chief Executive Officer of Nurix, Inc., a drug discovery company, from 2012 to 2014, and on its Board of Directors from 2012 to 2016. Before entering the private sector, Dr. Goldsmith led a medical research laboratory at the Gladstone Institute of Virology and Immunology, practiced medicine on the faculty of the School of Medicine of the University of California, San Francisco and the San Francisco General Hospital, and was a consultant to leading pharmaceutical and biotechnology companies. Dr. Goldsmith received an A.B. from Princeton University in Biology and an M.D. and Ph.D. in Microbiology and Immunology from the School of Medicine of the University of California, San Francisco. We believe that Dr. Goldsmith's role as our President and Chief Executive Officer together with his extensive experience as an executive and director of several companies in the biopharmaceutical and biotechnology industry, his extensive knowledge of our company, his experience as a venture capital investor in the life sciences industry and his educational background provide him with the qualifications and skills necessary to serve as a member of our board of directors.

### **Directors Continuing in Office Until the 2024 Annual Meeting of Stockholders**

**Elizabeth McKee Anderson** has served as member of our board of directors since March 2015. Ms. Anderson has served as a member of the board of directors of BioMarin Pharmaceutical, a biotechnology company, since July 2019. Since November 2018, Ms. Anderson has served as a member of the board of directors of Inmed Incorporated, a biopharmaceutical company. Ms. Anderson has also served as a member of the board of directors of Bavarian Nordic A/S, a biotechnology company, since April 2017. Ms. Anderson previously served in various roles at Janssen Pharmaceuticals, Inc., a Johnson & Johnson company focusing on pharmaceuticals, from 2003 to 2014, most recently as Worldwide Vice President, Commercial Leader, Infectious Diseases and Vaccines, from 2012 to 2014 and Worldwide Vice President, Global Strategic Marketing and Market Access, Vaccines from 2009 to 2012. Prior to that, Ms. Anderson served as Vice President and General Manager for Wyeth Lederle Vaccines, a pharmaceutical company. Ms. Anderson received a B.Eng. in Engineering and Technical Management from Rutgers, The State University of New Jersey-New Brunswick and an M.B.A. in Finance from Loyola University of Maryland. We believe that Ms. Anderson's extensive experience in biotechnology and pharmaceutical companies and in serving on the boards of directors of biopharmaceutical and life sciences companies provides her with the qualifications and skills necessary to serve as a member of our board of directors.

**Neil Exter** has served as a member of our board of directors during his current term since July 2019. Mr. Exter previously served as a member of our board of directors from November 2014 to March 2016. Mr. Exter has been a Partner at Third Rock Ventures since 2007. Prior to joining Third Rock Ventures, Mr. Exter was Chief Business Officer of Alantos Pharmaceuticals from 2006 until its acquisition by Amgen in 2007. Previously, he served as Vice President of Business Development for Millennium Pharmaceuticals from 2002 to 2006. Mr. Exter previously served as a member of the boards of directors of CytomX Therapeutics, a biopharmaceutical company, from December 2010 to December 2017, and Rhythm Pharmaceuticals, a biopharmaceutical company, from 2014 to June 2019. At present, he is a member of the board of directors of Decibel Therapeutics, Inc. and Pliant Therapeutics, Inc. Additionally, he is a member of the board of directors of



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Cedilla Therapeutics, Celsius Therapeutics, Element Sciences and Goldfinch Bio. He is a member of the investment committee of the Innovation Research Fund at Partners Healthcare, and previously was a member of the Research Committee of Children's Hospital Boston and a member of the board of directors and treasurer of the New England Venture Capital Association. Mr. Exter received a B.S. from Cornell University, an M.S. from Stanford University, and an M.B.A. as a Baker Scholar from Harvard Business School. We believe that Mr. Exter's extensive experience as a venture capital investor in, and director of, several biotechnology companies, provides him with the qualifications and skills necessary to serve as a member of our board of directors.

**Flavia Borellini, Ph.D.** has served as a member of our board of directors since June 2021. Dr. Borellini has served as a member of the board of directors of Kartos Therapeutics, Inc., a privately held biotechnology company, since February 2018, as a member of the board of directors of Cantargia AB, a biotechnology company, since October 2020, and as a member of the board of directors of ViraActa Therapeutics, a biotechnology company, since August 2021. Dr. Borellini served as the Global Franchise Head, Hematology at AstraZeneca PLC, a pharmaceutical company, from September 2018 to January 2020. Dr. Borellini previously served as the Chief Executive Officer of Acerta Pharma LLC, a biotechnology company, from February 2016 to February 2019. Dr. Borellini has also led the global development, approval and launch of several oncology drugs, including a first-in-class EGFR T790M inhibitor (osimertinib, AstraZeneca), a first-in-class BRAF inhibitor (vemurafenib, Roche), and served as the program leader for a HER2 Positive Metastatic Breast Cancer inhibitor (trastuzumab) and a EGFR tyrosine kinase inhibitor (erlotinib) at Genentech. Dr. Borellini also previously held a Research Assistant Professor position at Georgetown University in Washington D.C. Dr. Borellini received a Ph.D. in Pharmaceutical Chemistry from the University of Modena in Italy and completed her post-doctoral training at the National Cancer Institute. We believe that Dr. Borellini's extensive experience in the biotechnology and biopharmaceutical industries and her service as a director for other biotechnology companies provides her with the qualifications and skills necessary to serve as a member of our board of directors.

**PROPOSAL NO. 2**  
**RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of our Board has appointed PricewaterhouseCoopers LLP (“PwC”) as our independent registered public accounting firm for the year ending December 31, 2022, and is seeking ratification of this selection by our stockholders at the Annual Meeting. PwC has audited our financial statements for each of our fiscal years since the fiscal year ended December 31, 2017. Representatives of PwC are expected to be in attendance online at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our bylaws nor other governing documents or law require stockholder ratification of the selection of PwC as our independent registered public accounting firm. However, the Audit Committee is submitting the selection of PwC to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain PwC. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of the Company and our stockholders.

#### Principal Accountant Fees and Services

The following table represents aggregate fees billed to us for services provided by PwC relating to the fiscal years ended December 31, 2021 and 2020.

	<u>Year Ended December 31,</u>	
	<u>2021</u>	<u>2020</u>
	(in thousands)	
Audit Fees <sup>(1)</sup>	\$ 1,373	\$ 1,071
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
<b>Total Fees</b>	<b>\$ 1,373</b>	<b>\$ 1,071</b>

(1) Audit Fees consist of fees for professional services provided in connection with the audit of our annual consolidated financial statements, the review of our quarterly condensed consolidated financial statements, and audit services that are normally provided by independent registered public accounting firms in connection with regulatory filings. Audit Fees for the fiscal years ended December 31, 2021 and December 31, 2020 also include professional services provided in connection with our public equity offerings, including comfort letters, consents and review of documents filed with the SEC.

#### Pre-Approval Policies and Procedures

Pursuant to its charter, the Audit Committee or a delegate of the Audit Committee pre-approves all audit and non-audit services provided by its independent registered public accounting firm, unless the engagement is entered into pursuant to appropriate additional pre-approval policies established by the Audit Committee or if such service falls within applicable exceptions under SEC rules. The Audit Committee pre-approved all services provided by PwC for 2021 and 2020.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* RATIFICATION OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

## REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

*The material in this report is not “soliciting material,” is not deemed “filed” with the SEC, and is not to be incorporated by reference into any filing of Revolution Medicines under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

The Audit Committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2021 with management of the Company. The Audit Committee has discussed with the independent registered public accounting firm 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 the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants’ communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm’s independence. Based on the foregoing, the Audit Committee recommended to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

### **Audit Committee**

Eric T. Schmidt, Ph.D., Chair

Thilo Schroeder, Ph.D.

Barbara Weber, M.D.

**PROPOSAL NO. 3**  
**APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**  
**(“SAY-ON-PAY VOTE”)**

**Background**

As required by Section 14A(a)(1) of the Exchange Act and related rules of the SEC, the below resolution provides our stockholders an opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement pursuant to the SEC’s compensation disclosure rules. This proposal, commonly known as a “say-on-pay” proposal and 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.

We encourage our stockholders to review the “Compensation Discussion and Analysis” and “Executive Compensation Tables” sections of this proxy statement for additional detail regarding the compensation of our named executive officers.

As an advisory approval, this proposal is not binding upon us, our Board, or our Compensation Committee, which are responsible for the design and administration of our executive compensation program. However, we, the Board and the Compensation Committee value the opinions of our stockholders expressed through your vote on this proposal and will carefully consider stockholder feedback and the results of Say-on-Pay Votes when making future compensation decisions. Accordingly, we ask our stockholders to vote on the following resolution at the Annual Meeting:

“RESOLVED, that the stockholders of Revolution Medicines, Inc. approve, on an advisory basis, the 2021 compensation of Revolution Medicines, Inc.’s named executive officers as described in the Compensation Discussion and Analysis and disclosed in the Summary Compensation Table and related compensation tables and narrative disclosure set forth in Revolution Medicines, Inc.’s Proxy Statement for the 2022 Annual Meeting of Stockholders.”

**Recommendation of the Board of Directors**

Our Board unanimously recommends that you vote **“FOR”** the foregoing resolution.

**PROPOSAL NO. 4**

**APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE FREQUENCY OF FUTURE SAY-ON-PAY VOTES**

**Background**

In accordance with Section 14A(a)(2) of the Exchange Act, we are requesting your advisory, non-binding vote regarding the frequency with which stockholders should have an opportunity to provide a Say-on-Pay Vote. We are providing stockholders the option of selecting a frequency of every ONE YEAR, TWO YEARS, THREE YEARS, or abstaining.

We believe a frequency of every ONE YEAR is appropriate because it will enable our stockholders to vote, on an advisory basis, on the most recent executive compensation information that is presented in our proxy statement, which will provide a more continuous and meaningful communication between us and our stockholders on the compensation of our named executive officers. Soliciting an annual vote on executive compensation furthers our goal to receive frequent input from our stockholders on corporate governance matters, and to engage in and further dialogue with our stockholders related to our general executive compensation approach, policies and philosophy.

**Recommendation of the Board of Directors**

Our Board unanimously recommends that you vote **“ONE YEAR”** as the frequency of future Say-on-Pay Votes.

## CORPORATE GOVERNANCE

### Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to our officers, directors and employees, which is available on our website at <https://ir.revmed.com/governance-overview>. The Code of Business Conduct and Ethics contains general guidelines for conducting the business of our company consistent with the highest standards of business ethics and is intended to qualify as a “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and Item 406 of Regulation S-K. In addition, we intend to promptly disclose (1) the nature of any substantive amendment to our Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions and the date of such amendment and (2) the nature of any waiver, including an implicit waiver, from a provision of our code of ethics that is granted to one of these specified officers, the name of such person who is granted the waiver and the date of the waiver, in each case, on our website in the future.

### Corporate Governance Guidelines

We believe in sound corporate governance practices and have adopted formal Corporate Governance Guidelines to enhance our effectiveness. Our Board adopted these Corporate Governance Guidelines in order to ensure that it has the necessary practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The Corporate Governance Guidelines are also intended to align the interests of directors with those of our stockholders. The Corporate Governance Guidelines set forth the practices our Board follows with respect to Board and committee composition and selection, Board meetings, and succession planning. The Corporate Governance Guidelines include the Board’s standards used in nominating director candidates, which include candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments. The Corporate Governance Guidelines memorialize the Board’s belief that a diversity of viewpoints, background, experience and other characteristics, such as geographic background, nationality, culture, gender, sexual orientation, ethnicity, race and age, that a candidate would bring (including in light of applicable diversity requirements regarding gender, underrepresented communities or otherwise) are important additional criteria that may be considered. A copy of our Corporate Governance Guidelines is available on our website at <http://ir.revmed.com/governance-overview>.

### Independence of the Board of Directors

As required under the Nasdaq Global Select Market (“Nasdaq”) rules and regulations, a majority of the members of a listed company’s board of directors must qualify as “independent,” as affirmatively determined by such board. The Board consults with the Company’s counsel to ensure that the Board’s determinations are consistent with all relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in pertinent Nasdaq listing standards, as in effect from time to time.

Consistent with these considerations, our Board has determined that all of our directors, other than Dr. Goldsmith, qualify as “independent” directors in accordance with the Nasdaq listing requirements. Dr. Goldsmith is not considered independent because he is an employee of Revolution Medicines. The Nasdaq independence definition includes a series of objective tests, such as that the director is not, and has not been for at least three years, one of our employees and that neither the director nor any of his or her family members has engaged in various types of business dealings with us. In addition, as required by Nasdaq rules, our Board has made a subjective determination as to each independent director that no relationship exists, which, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, our Board reviewed and discussed information provided by the directors and us with regard to each director’s business and personal activities and relationships as they may relate to us and our management. There are no family relationships among any of our directors or executive officers.

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As required under Nasdaq rules and regulations, our independent directors meet in regularly scheduled executive sessions at which only independent directors are present. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee of our Board are comprised entirely of directors determined by the Board to be independent within the meaning of Nasdaq and SEC rules and regulations applicable to the members of such committees.

### **Leadership Structure of the Board**

Our Amended and Restated Bylaws and Corporate Governance Guidelines provide our Board with flexibility to combine or separate the positions of Chair of the Board and Chief Executive Officer and/or to implement a lead director in accordance with its determination that utilizing one or the other structure would be in the best interests of the Company. Dr. Goldsmith currently serves as the Chair of the Board and Mr. Borisy currently serves as the lead independent director of our Board. In his role as lead independent director, Mr. Borisy presides over the executive sessions of the Board and acts as a liaison between management and the Board.

Our Board has concluded that our current leadership structure is appropriate at this time. However, our Board will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate.

### **Role of Board in Risk Oversight Process**

Risk assessment and oversight are an integral part of our governance and management processes. Our Board encourages management to promote a culture that incorporates risk management into our corporate strategy and day-to-day business operations. Management discusses strategic and operational risks at regular management meetings, and conducts specific strategic planning and review sessions during the year that include a focused discussion and analysis of the risks facing us. Throughout the year, senior management reviews these risks with the Board at regular Board meetings as part of management presentations that focus on particular business functions, operations or strategies and presents the steps taken by management to mitigate or eliminate such risks.

Our Board does not have a standing risk management committee, but rather administers this oversight function directly through our Board as a whole, as well as through various standing committees of our Board that address risks inherent in their respective areas of oversight. While our Board is responsible for monitoring and assessing strategic risk exposure, our Audit Committee is responsible for overseeing our major financial risk exposures and the steps our management has taken to monitor and control these exposures. The Audit Committee also monitors compliance with legal and regulatory requirements and considers and approves or disapproves any related person transactions. Our Nominating and Corporate Governance Committee monitors the effectiveness of our corporate governance guidelines. Our Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

### **Board Committees**

Our Board has the following standing committees: an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and a Research and Development Committee. Our Board may establish other committees to facilitate the management of our business. The composition and functions of each committee are described below.

#### *Audit Committee*

Our Audit Committee oversees our corporate accounting and financial reporting process and the audits of our financial statements. Among other matters, the Audit Committee:

- appoints our independent registered public accounting firm;

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- evaluates the independent registered public accounting firm's qualifications, independence and performance at least annually;
- determines the terms of engagement of the independent registered public accounting firm;
- pre-approves the retention of the independent registered public accounting firm to perform any audit or non-audit services;
- reviews and discusses with management and the independent registered public accounting firm our financial statements and our management's discussion and analysis of financial condition and results of operations to be included in our annual and quarterly reports to be filed with the SEC;
- reviews our earnings press releases and financial information and earnings guidance provided to analysts and rating agencies;
- establishes procedures for the receipt, retention and treatment of complaints received by us regarding accounting internal controls or auditing matters;
- reports regularly to the Board regarding the activities of the committee;
- periodically reviews and assesses treasury functions including cash management process;
- discusses on a periodic basis, or as appropriate, with management, our policies and procedures with respect to risk assessment and risk management;
- reviews the performance of the Audit Committee and its members at least annually; and
- reviews the Audit Committee charter at least annually.

The current members of our Audit Committee are Eric T. Schmidt, Ph.D., Thilo Schroeder, Ph.D. and Barbara Weber, M.D. Dr. Schmidt serves as the chair of the committee. All members of our Audit Committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC and Nasdaq. Our Board has determined that Dr. Schmidt and Dr. Weber are audit committee financial experts as defined under the applicable rules of the SEC and have the requisite financial sophistication as defined under the applicable rules and regulations of Nasdaq. Under the rules of the SEC, members of the audit committee must also meet heightened independence standards. Our Board has determined that Dr. Schmidt, Dr. Weber and Dr. Schroeder are "independent" for audit committee purposes as that term is defined in the applicable rules of the SEC and Nasdaq.

The Audit Committee operates under a written charter that satisfies the applicable standards of the SEC and Nasdaq. A copy of the Audit Committee charter is available to security holders on the Company's website at <http://ir.revmed.com/governance-overview>.

### *Compensation Committee*

Our Compensation Committee oversees policies relating to compensation and benefits of our directors, officers and employees and compliance with applicable compensation rules. Among other things, the Compensation Committee:

- reviews and recommends to our Board corporate goals and objectives relevant to compensation of our employees and our executive officers;
- evaluates the performance of our executive officers (including our Chief Executive Officer) including in light of those goals and objectives, and approves the compensation of these officers based on such evaluations;



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- reviews and approves or makes recommendations to our Board regarding the issuance of stock options and other awards under our stock plans to our executive officers, including to our Chief Executive Officer;
- reviews and approves or makes recommendations to our Board with respect to the compensation of our non-employee directors;
- evaluates compliance with applicable compensation rules, regulations and guidelines and other law, as applicable;
- reviews and discusses with management the compensation discussion and analysis and produces the annual compensation committee report, if required;
- reviews and considers stockholder advisory votes on executive compensation;
- reviews the performance of the Compensation Committee and its members at least annually; and
- reviews the Compensation Committee charter at least annually.

The current members of our Compensation Committee are Elizabeth McKee Anderson, Alexis Borisy, and Vincent A. Miller, M.D. Ms. Anderson serves as the chair of the committee. Each of the members of our Compensation Committee is independent under the applicable rules and regulations of Nasdaq, and is a “non-employee director” as defined in Rule 16b-3 promulgated under the Exchange Act.

The Compensation Committee operates under a written charter that satisfies the applicable standards of the SEC and Nasdaq rules. A copy of the Compensation Committee charter is available to security holders on the Company’s website at <http://ir.revmed.com/governance-overview>.

The Compensation Committee has retained Compensia, a national executive compensation consulting firm. Compensia was engaged to conduct market research and analysis on our various executive positions, to assist the committee in developing appropriate incentive plans for our executives on an annual basis, to provide the compensation committee with advice and ongoing recommendations regarding material executive compensation decisions, and to review compensation proposals proposed by management. In compliance with the disclosure requirements of the SEC regarding the independence of compensation consultants, Compensia addressed each of the six independence factors established by the SEC with the compensation committee. Each of the responses affirmed the independence of Compensia on executive compensation matters. Based on this assessment, the compensation committee determined that the engagement of Compensia does not raise any conflicts of interest or similar concerns.

### *Nominating and Corporate Governance Committee*

The Nominating and Corporate Governance Committee is responsible for making recommendations to our Board regarding candidates for directorships and the size and composition of our Board. In addition, the Nominating and Corporate Governance Committee is responsible for overseeing our corporate governance policies and reporting and making recommendations to our Board concerning governance matters and for overseeing the annual self-evaluation of the Board and its committees. The Nominating and Corporate Governance Committee also reviews, assesses and provides oversight with respect to corporate social responsibility, including but not limited to, diversity and inclusion goals, environmental matters, and other matters related to corporate social responsibility, environmental, social and governance matters.

The current members of our Nominating and Corporate Governance Committee are Alexis Borisy, Vincent A. Miller, M.D., and Neil Exter. Mr. Borisy serves as the chair of the committee. Each of the members of our Nominating and Corporate Governance Committee is an independent director under the applicable rules and regulations of Nasdaq relating to Nominating and Corporate Governance Committee independence.

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The Nominating and Corporate Governance Committee operates under a written charter that satisfies the applicable standards of the SEC and Nasdaq rules. A copy of the Nominating and Corporate Governance Committee charter is available to security holders on the Company's website at <http://ir.revmed.com/governance-overview>.

Our Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become members of the Board and ensuring that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Nominating and Corporate Governance Committee also recommends to the Board the nominees for election at our annual meetings of stockholders. The Nominating and Corporate Governance Committee, in recommending candidates for election to the Board, and the Board in nominating director candidates, consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments. In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria, as well as any other factor they deem relevant:

- experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- experience as a board member of other companies, including service on the board of directors of another publicly held company;
- professional and academic experience relevant to the Company's industry;
- strength of leadership skills;
- experience in finance and accounting and/or executive compensation practices;
- whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable; and
- diversity of viewpoints, background, experience and other characteristics, such as geographic background, nationality, culture, gender, sexual orientation, ethnicity, race and age.

Currently, our Nominating and Corporate Governance Committee and Board evaluate each individual in the context of the Board as a whole, with the objective of assembling a group that can best maximize the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. For a stockholder to make any nomination for election to the Board at an annual meeting, the stockholder must provide notice to the Company, which notice must be delivered to, or mailed and received at, the Company's principal executive offices not less than 90 days and not more than 120 days prior to the one-year anniversary of the preceding year's annual meeting; provided, that if the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, the stockholder's notice must be delivered, or mailed and received, not later than 90 days prior to the date of the annual meeting or, if later, 10 days after the date on which public disclosure of the date of such annual meeting was first made. Further updates and supplements to such notice may be required at the times, and in the forms, required under our bylaws. As set forth in our bylaws, submissions must include the name and address of the proposed nominee, indirect and direct interests in securities of the Company, information regarding the proposed nominee that is required to be disclosed in a proxy statement or other filings in a contested election pursuant to Section 14(a) under the Exchange Act, information regarding the proposed nominee's indirect and direct material interests in any material contract or agreement between the nominating stockholder and any other participants in such solicitation, including, all information that would be required to be disclosure pursuant to Item 404 under

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Regulation S-K, and a completed and signed questionnaire, representation and agreement of the proposed nominee. Our bylaws also specify further requirements as to the form and content of a stockholder's notice. We recommend that any stockholder wishing to make a nomination for director review a copy of our bylaws, as amended and restated to date, which is available, without charge, from the Secretary of the Company, at 700 Saginaw Drive, Redwood City, California 94063. In addition to satisfying the foregoing requirements under our bylaws, to comply with the universal proxy rules (once they become effective), stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than no later than 60 days prior to the anniversary of the previous year's annual meeting (no later than April 17, 2023 for our annual meeting of stockholders to be held in 2023).

Dr. Schmidt was appointed to the board of directors in June 2020 to fill a vacancy on the board of directors, and therefore is standing for election as a director by stockholders for the first time. Dr. Schmidt was identified for appointment to our board of directors and its nominating and corporate governance committee by our chief executive officer and certain independent directors.

### *Research and Development Committee*

The Research and Development Committee provides advice and support to the Company in relation to the Company's research and development programs. The principal responsibilities of the R&D Committee include (i) assisting the Board in its oversight of the Company's research and development activities and strategy, (ii) assessing and providing advice with respect to the allocation of resources and investment in the Company's research and development and (iii) assessing science, technology, medical and regulatory trends and developments relevant to the Company's research and development, and considering their potential impact on the Company's research and development programs or plans.

The current members of our Research and Development Committee are Flavia Borellini, Ph.D., Vincent A. Miller, M.D., Thilo Schroeder, Ph.D., and Barbara Weber, M.D. Dr. Miller serves as the chair of the committee.

### **Meetings of the Board of Directors, Board and Committee Member Attendance and Annual Meeting Attendance**

During 2021, our Board met five times, the Audit Committee met five times, the Compensation Committee met seven times and the Nominating and Corporate Governance Committee met three times. During 2021, each Board member attended at least 75% of the meetings of the Board and of the committees of the Board on which he or she served, in each case, to the extent appointed as a Board member at the relevant time of each meeting. We encourage all of our directors and nominees for director to attend our annual meeting of stockholders, however attendance is not mandatory.

### **Stockholder Communications with the Board of Directors**

Should stockholders wish to communicate with the Board or any specified individual directors, such correspondence should be sent to the attention of the Secretary of the Company, at 700 Saginaw Drive, Redwood City, California 94063. The Secretary of the Company will forward the communication to the Board members.

### **Compensation Committee Interlocks and Insider Participation**

During 2021, our Compensation Committee consisted of Ms. Anderson, Mr. Borisy and Dr. Miller. No such member of our compensation committee has at any time been one of our officers or employees. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers on our board of directors or compensation committee.

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**Board Diversity**

Among our nine Board members, three Board members self-identify as women and nine Board members self-identify as white.

Total Number of Directors	<u>Board Diversity Matrix as of 12/31/2021</u>		
	<u>Female</u>	<u>Male</u>	<u>Did Not Disclose</u>
<b>Part I: Gender Identity</b>			
Directors	3	6	—
<b>Part II: Demographic Background</b>			
White	3	6	—
LGBTQ+	—	—	1

Sushil Patel, Ph.D., a director nominee standing for election at the Annual Meeting self-identifies as Asian.

## DIRECTOR COMPENSATION

We do not provide directors who are also our employees, including Dr. Goldsmith, any additional compensation for their service as directors. In addition, Dr. Schroeder does not receive any compensation for his service on our board of directors.

In connection with our initial public offering, we adopted and implemented a compensation program for our non-employee directors, which was amended in June of 2020 and 2021 and March of 2022 (the “Director Compensation Program”). Pursuant to the Director Compensation Program, our non-employee directors receive cash compensation as follows:

- Each non-employee director receives an annual cash retainer in the amount of \$40,000 per year.
- A lead independent director receives an additional annual cash retainer in the amount of \$25,000 per year, and a non-executive chair, if appointed, receives an additional annual cash retainer in the amount of \$30,000 per year.
- The chairperson of the Audit Committee receives additional annual cash compensation in the amount of \$15,000 per year (increased to \$16,000 per year as of March 2022) for such chairperson’s service on the audit committee. Each non-chairperson member of the Audit Committee receives additional annual cash compensation in the amount of \$7,500 per year (increased to \$8,000 per year as of March 2022) for such member’s service on the audit committee.
- The chairperson of the Compensation Committee receives additional annual cash compensation in the amount of \$12,000 per year (increased to \$15,000 per year as of March 2022) for such chairperson’s service on the Compensation Committee. Each non-chairperson member of the Compensation Committee receives additional annual cash compensation in the amount of \$6,000 per year (increased to \$7,500 per year as of March 2022) for such member’s service on the Compensation Committee.
- The chairperson of the Nominating and Corporate Governance Committee receives additional annual cash compensation in the amount of \$10,000 per year for such chairperson’s service on the Nominating and Corporate Governance Committee. Each non-chairperson member of the nominating and corporate governance committee receives additional annual cash compensation in the amount of \$5,000 per year for such member’s service on the Nominating and Corporate Governance Committee.
- The chairperson of the Research and Development Committee receives additional annual cash compensation in the amount of \$10,000 per year for such chairperson’s service on the Research and Development Committee. Each non-chairperson member of the Research and Development Committee receives additional annual cash compensation in the amount of \$5,000 per year for such member’s service on the Research and Development Committee.

Under the Director Compensation Program, each non-employee director is automatically granted an option and an RSU grant upon the director’s initial appointment or election to our board of directors (the “Initial Grant”), and each non-employee director who has been serving on the board since prior to April 1 of the calendar year in which an annual meeting of stockholders occurs is automatically granted an option and an RSU grant on the date of each annual stockholder’s meeting (the “Annual Grant”); provided that the Annual Grant to a director who joined the Board after the previous annual meeting of stockholders is pro-rated.

The Initial Grant is comprised of an option to purchase 25,318 shares (increased to 36,800 shares as of March 2022) of the Company’s common stock (the “Initial Option”) and 7,234 shares (increased to 10,500 restricted stock units as of March 2022) (the “Initial RSUs”). The Initial Option will vest in substantially equal monthly installments for three years from the date of appointment, and the Initial RSUs will vest in substantially equal quarterly installments over a three-year period beginning on the first specified quarterly vesting date following the grant date, in each case, subject to continued service through the applicable vesting date. Under the amended Director Compensation Program, the Annual Grant is comprised of an option to purchase 12,659 shares

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(increased to 18,400 shares as of March 2022) of the Company's common stock (the "Annual Option") and 3,617 shares (increased to 5,200 restricted stock units as of March 2022) (the "Annual RSUs"). The Annual Options vest on the earlier of (i) the first anniversary of the date of grant or (ii) immediately prior to the next annual stockholders' meeting, subject to continued service through the applicable vesting date. The Annual RSUs vest on the earlier of (i) the first anniversary of the first specified quarterly vesting date following the annual meeting or (ii) immediately prior to the next annual stockholders' meeting, subject to continued service through the applicable vesting date. For purposes of the amended Director Compensation Program, the specified quarterly vesting dates are March 15, June 15, September 15 or December 15.

The Director Compensation Program is subject to all the terms of our 2020 Incentive Award Plan, and accordingly, the sum of the grant date fair value of all equity-based awards and the maximum amount that may become payable pursuant to all cash-based awards granted to an individual for services as a non-employee director during any calendar year may not exceed \$1,000,000.

### 2021 Director Compensation Table

The following table sets forth all of the compensation awarded to or earned by or paid to non-employee directors during 2021.

Name	Fees Earned or Paid in Cash	Stock Awards <sup>(1)(3)</sup>	Option Awards <sup>(1)(3)</sup>	Total
Elizabeth McKee Anderson	\$ 49,148	\$ 119,108	\$ 262,630	\$ 430,886
Flavia Borellini, Ph.D. <sup>(2)</sup>	22,545	238,216	533,096	793,857
Alexis Borisy	77,673	119,108	262,630	459,411
Neil Exter	36,769	119,108	262,630	418,507
Vincent Miller, M.D.	53,396	119,108	262,630	435,134
Eric Schmidt, Ph.D.	51,807	119,108	262,630	433,545
Thilo Schroeder, Ph.D.	—	—	—	—
Peter Svenilsson <sup>(4)</sup>	20,110	—	—	20,110
Barbara Weber, M.D.	49,514	119,108	262,630	431,252

- (1) Amounts reported represent the aggregate grant date fair value of option and restricted stock unit awards granted to our non-employee directors during 2021, as described above, computed in accordance with ASC Topic 718. See Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 for details as to the assumptions used to determine the fair value of the awards.
- (2) Dr. Borellini was first elected to our Board at our 2021 annual meeting of stockholders.
- (3) As of December 31, 2021, our non-employee directors held the following outstanding options and restricted stock units:

Name	Options Outstanding at Fiscal Year End	Restricted Stock Units Outstanding at Fiscal Year End
Elizabeth McKee Anderson	50,068	3,617
Flavia Borellini, Ph.D.	25,318	6,632
Alexis Borisy	91,920	3,617
Neil Exter	48,827	3,617
Vincent Miller, M.D.	48,170	3,617
Eric Schmidt, Ph.D.	37,977	7,837
Thilo Schroeder, Ph.D.	—	—
Peter Svenilsson <sup>(4)</sup>	—	—
Barbara Weber, M.D.	59,859	3,617

- (4) Mr. Svenilsson's service on our Board ended at our 2021 annual meeting of stockholders.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We describe below transactions and series of similar transactions, since January 1, 2021, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers or holders of more than 5% of our common stock, or an affiliate or immediate family member thereof, had or will have a direct or indirect material interest.

### **Director and Executive Officer Compensation**

See “Executive Compensation” and “Director Compensation” for information regarding compensation of directors and executive officers.

### **Employment Agreements**

We have entered into employment agreements with our executive officers. For more information regarding these agreements, see “Executive Compensation.”

### **Indemnification Agreements and Directors’ and Officers’ Liability Insurance**

We have entered into indemnification agreements with each of our directors and executive officers. These agreements, among other things, require us to indemnify each director and executive officer to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys’ fees, judgments, penalties, fines and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person’s services as a director or executive officer. We have obtained an insurance policy that insures our directors and officers against certain liabilities, including liabilities arising under applicable securities laws.

### **Policies and Procedures for Related Party Transactions**

Our Board has adopted a written related person transaction policy setting forth the policies and procedures for the review and approval or ratification of related person transactions. This policy covers, with certain exceptions set forth in Item 404 of Regulation S-K under the Securities Act of 1933, as amended, any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships in which we were or are to be a participant, where the amount involved exceeds \$120,000 and a related person had or will have a direct or indirect material interest, including, without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness and employment by us of a related person. In reviewing and approving any such transactions, our Audit Committee is tasked to consider all relevant facts and circumstances, including, but not limited to, whether the transaction is on terms comparable to those that could be obtained in an arm’s length transaction with an unrelated third party and the extent of the related person’s interest in the transaction.

## EXECUTIVE OFFICERS

The following is biographical information for our executive officers, including their ages as of March 31, 2022.

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
Mark. A. Goldsmith, M.D., Ph.D.	60	President, Chief Executive Officer and Chair of the Board
Steve Kelsey, M.D., FRCP, FRCPath	61	President, Research and Development
Margaret Horn, J.D.	59	Chief Operating Officer, General Counsel and Secretary
Xiaolin Wang, Sc.D.	52	Executive Vice President, Clinical Development

Dr. Goldsmith's biographical information is included above under "Proposal No. 1 Election of Directors."

**Steve Kelsey, M.D., FRCP, FRCPath** has served as our President, Research and Development since March 2017. Previously, Dr. Kelsey served as President of Onkaido Therapeutics, a Moderna venture biopharmaceutical company, from 2014 to March 2017. Dr. Kelsey also served as Senior Vice President, New Projects at Medivation, a biopharmaceutical company, from 2013 to 2014. From 2009 to 2013, Dr. Kelsey served as Executive Vice President, Research and Development, and Chief Medical Officer at Geron Corporation, a biopharmaceutical company. Dr. Kelsey received a B.S.c in Pharmacology, an M.B. Ch.B. in Medicine and an M.D. from the University of Birmingham, U.K. Dr. Kelsey is a member of the Board of Directors of Jiya Corporation, a position he has held since December 2020. He also sits on the Scientific Advisory Boards of Autobahn Ventures and Remix Therapeutics.

**Margaret Horn, J.D.** has served as our Chief Operating Officer since October 2018 and our General Counsel since December 2014 and as our Executive Vice President from December 2014 to October 2018. Prior to joining us, Ms. Horn served as Chief Operating Officer at ProLynx LLC from 2010 to December 2014. Ms. Horn received a B.S. in Pharmacy from the University of the Sciences in Philadelphia and a J.D. from Villanova University Charles Widger School of Law.

**Xiaolin Wang, Sc.D.** has served as our Executive Vice President, Clinical Development, since March 2021 and our Senior Vice President, Clinical Development from March 2018 to March 2021. Ms. Wang served as Vice President, Biometrics at Acerta Pharma B.V. from June 2015 to March 2018 and as Vice President, Biometrics and Development Operations at Geron Corporation from May 2013 to May 2015. She also holds a Bachelor of Science degree in Probability and Statistics from Peking University in China, a Master of Science degree in Statistics from University of Washington, Seattle and a Doctor of Science degree in Biostatistics from Harvard University.



## COMPENSATION DISCUSSION AND ANALYSIS

In this Compensation Discussion and Analysis (“CD&A”), we provide an overview of the philosophy and objectives of our executive compensation program, as well as a description of its material components. This CD&A is intended to be read in conjunction with the tables that immediately follow this section, which provide further historical compensation information for our named executive officers (our “NEOs”).

Our NEOs for the year ended December 31, 2021 were:

<u>Name</u>	<u>Position</u>
<b>Mark Goldsmith, M.D.</b>	President and Chief Executive Officer (our “CEO”)
<b>Steve Kelsey, M.D.</b>	President, Research and Development
<b>Margaret Horn, J.D.</b>	Chief Operating Officer and General Counsel
<b>Xiaolin Wang, Sc.D.</b>	Executive Vice President, Clinical Development
<b>Jack Anders</b>	Senior Vice President, Finance and Principal Accounting Officer

### Executive Summary

Revolution Medicines is a clinical-stage oncology company developing novel targeted therapies for RAS-addicted cancers. We possess sophisticated structure-based drug discovery capabilities built upon deep chemical biology and cancer pharmacology know-how and innovative, proprietary technologies that enable the creation of small molecules tailored to unconventional binding sites. Our understanding of genetic drivers and adaptive resistance mechanisms in cancer, coupled with robust drug discovery and medicinal chemistry capabilities, has guided us to establish a deep pipeline targeting critical signaling nodes within the RAS pathway and associated pathways.

In 2021, we continued to make clinical and operational gains, continuing to advance our integrated RAS-focused pipeline consisting of innovative RAS(ON) Inhibitors and RAS Companion Inhibitors. Further, we strengthened our cash, cash equivalents and marketable securities position, ending 2021 with \$577.1 million as compared to \$440.7 million at the end of 2020.

### Compensation Program and Practices

#### *Compensation Philosophy and Objectives*

A well-designed compensation program should align executive interests with those of stockholders by supporting the Company’s achievement of its primary business goals, and the Company’s ability to attract and retain employees whose leadership and contributions are expected to lead to growth in long-term stockholder value.

As such, our executive compensation program is designed to:

- Attract, motivate and retain highly qualified executive officers
- Deliver competitive, balanced total compensation packages to our executive officers to further our long-term strategic plan and mission; and
- Link rewards with our short-term and long-term corporate goals and effectively align our executive officers’ interests with those of our stockholders

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Our Compensation Committee regularly reviews our compensation policies and program design overall, to ensure that they are aligned with the interests of our stockholders and our business goals, and that the total compensation paid to our executive officers is fair, reasonable and competitive.

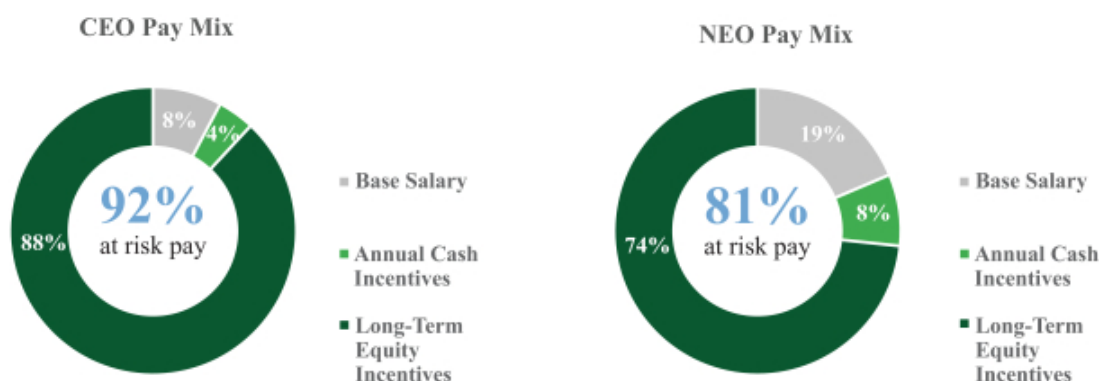
### *Compensation Elements*

Our Compensation Committee has structured our executive compensation program to ensure that our NEOs are compensated in a manner consistent with our pay philosophy and objectives as well as with stockholder interests. The following are important features of the design and operation of our executive compensation program:

<b>Element</b>	<b>Description</b>	<b>Strategic Role</b>
<b>Base Salary</b>	<ul style="list-style-type: none"><li>• Provides fixed pay element</li><li>• Base salaries are typically reviewed annually</li></ul>	<ul style="list-style-type: none"><li>• Provides a level of fixed compensation that is set to be competitive within our industry and peers, while reflecting each executive's responsibilities, performance, skills and experience</li></ul>
<b>Annual Cash Incentives</b>	<ul style="list-style-type: none"><li>• "At-risk" cash compensation that is dependent upon the achievement of annual corporate objectives, as well as individual performance</li><li>• Annual cash incentive opportunities are typically reviewed and determined annually</li></ul>	<ul style="list-style-type: none"><li>• Provides financial incentive to accomplish Company-wide and individual performance objectives over the course of the year</li><li>• Rewards our executives for achieving performance objectives that are key to our annual operating and strategic plans</li></ul>
<b>Long-Term Equity Incentives</b>	<ul style="list-style-type: none"><li>• "At-risk" long-term incentives that realize value based on performance and are dependent on our stock price</li><li>• Awards are reviewed and generally granted early in the year, at the time of hire or promotion</li><li>• Annual equity awards include both stock options and RSU awards</li><li>• Vesting occurs over four years, subject to the executive's continued service with us</li></ul>	<ul style="list-style-type: none"><li>• Motivates our executives to focus on sustained long-term growth while fostering an ownership culture</li><li>• Links executive compensation to the Company's long-term success and aligns executive and stockholder interests</li><li>• Enhances retention of key employees</li><li>• Stock options will only provide a return to our executives if our stock price increases; RSU awards provide a return based on the market price of our stock; if our share price declines, the RSU awards correspondingly decline in value but still maintain some value, and therefore a mix of RSU awards and stock options aligns our executives' interests with those of our stockholders by minimizing incentive for short-term risk taking at the expense of realizing long-term value</li></ul>

**Pay Mix Overview**

We use the above-mentioned compensation elements to create executive compensation packages that are heavily weighted toward variable, “at-risk” pay and align pay with performance. For 2021, our Compensation Committee used its judgment, as well as competitive market data in consultation with its independent compensation consultant, to establish for our CEO and our other NEOs the following mix of fixed and “at-risk” pay, as well as short-term and long-term incentive compensation, and cash and equity compensation. The balance between these elements may change from year to year based on our corporate strategy and objectives, among other considerations.



**Key Governance Features**

We adhere to the following principles that encourage stockholder value creation and good governance:

- Pay for Performance*                      ❖ A majority of our compensation is “at-risk” and is directly tied to Company performance and objectives
- Insider Trading Policy*                ❖ We maintain a robust insider trading policy which contains anti-hedging and pledging provisions
- Change in Control Provisions*        ❖ No “single-trigger” change in control payments or benefits or excise tax gross-ups are provided to our executive officers
- Compensation Risk Assessment*      ❖ Our Compensation Committee conducts a compensation risk assessment in order to mitigate our compensation risk and reduce material adverse effects on the Company

**Compensation Determination Process**

**Role of Compensation Committee**

Our Compensation Committee has responsibility for our executive compensation philosophy and the design of our executive compensation program, as well as for setting actual executive compensation for our CEO and our other NEOs. Our Compensation Committee conducts an annual review of the Company’s compensation policies and practices in order to best align stockholder value with executive performance. Our Compensation Committee reviews NEO base salaries, annual cash incentive opportunities, and long-term equity incentives to determine the total direct compensation opportunities of our NEOs.

**Role of Management**

To assist the Compensation Committee in its responsibilities, our CEO presents to the Compensation Committee assessments of the performance and achievements for each of our NEOs (other than himself) for the prior year. Our Compensation Committee gives considerable weight to our CEO’s performance evaluations of

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our other NEOs, since he has direct knowledge of the criticality of their work, performance, and contributions. None of our NEOs, including our CEO, participate in the Compensation Committee's deliberations or decisions regarding their own compensation and are not present when their compensation is determined.

### **Role of our Stockholders**

Beginning in 2022, we are seeking the approval of our stockholders, on a non-binding, advisory basis, of the compensation of our NEOs (a "Say-on-Pay" vote). We, our Board of Directors, and our Compensation Committee value the opinions of our stockholders expressed through the Say-on-Pay vote and will carefully consider stockholder feedback and the results of this vote when making compensation decisions.

This year, we are also requesting an advisory, non-binding vote from stockholders with respect to the frequency with which stockholders will have the opportunity to provide a Say-on-Pay vote. Our Board of Directors has recommended that stockholders vote in favor of holding a Say-on-Pay vote every year because we believe this will provide a more continuous and meaningful communication between us and our stockholders on the compensation of our NEOs.

### **Role of our Compensation Consultant**

In 2021, our Compensation Committee retained Compensia as its compensation consultant to assist in determining the compensation of our executive officers and the non-employee members of our Board of Directors, as well as to assist in the review of certain proxy statement disclosures. Compensia reviewed and advised on the Company's executive compensation and compensation peer group, conducting a robust assessment of competitive market pay levels and trends.

Our Compensation Committee annually evaluates Compensia's independence and performance under the applicable SEC rules and the listing standards of Nasdaq, and has concluded that the work performed by Compensia does not raise any conflict of interest under these standards.

### **Use of Market Data and Peer Group Analysis**

When reviewing and considering our executive compensation, our Compensation Committee believes it is important to be informed as to current compensation practices of comparable companies to assist in understanding the demand and competitiveness for attracting and retaining qualified executive officers. Our Compensation Committee, with input from Compensia, develops and maintains a group of peer companies to serve the basis for this comparison. Our Compensation Committee reviews our compensation peer group at least annually for suitability and updates the peer group as needed. Our Compensation Committee uses this peer group data as one reference point along with multiple other factors, such as the individual's performance, experience, and data from surveys about the broader competitive market, with an emphasis on companies in Northern California and the broader life sciences industry.

With assistance from Compensia, our Compensation Committee reviews the compensation practices of our peers to assess the competitiveness of the compensation elements and overall compensation packages for our NEOs. Benchmarking is used by our Compensation Committee primarily to ascertain competitive total compensation levels (including base salary, annual cash incentive opportunities, equity awards, and employee benefits) with comparable institutions. Other considerations include peer performance, competitive market factors, our performance and individual executive officer contributions and responsibilities.

The key qualitative and quantitative considerations that influenced the development of the 2021 compensation peer group were:

- **Industry:** U.S.-based publicly traded pre-commercial biotechnology and pharmaceutical companies, specifically those with clinical trials in Phases I, II and/or III
- **Market Capitalization:** companies with a market capitalization between 0.3 times and 3.0 times our market capitalization at the time our peer group was developed (approximately \$484 million and \$4.4 billion)

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- **Further Refinement:** At least 50% of the company's pipeline focused on Oncology and/or Small Molecule

Using these criteria, our Compensation Committee approved the following compensation peer group in May 2020 for use in making its 2021 compensation decisions:

Allogene Therapeutics	Arcus Biosciences	Arvinas
Constellation Pharmaceuticals	Dicerna Pharmaceuticals	Fate Therapeutics
Gossamer Bio	IGM Biosciences	ImmunoGen
Iovance Biotherapeutics	Mirati Therapeutics	Molecular Templates
NextCure	Odonate Therapeutics	Principia Biopharma
Turning Point Therapeutics	Xencor	

## Elements of Executive Compensation

### Base Salary

Base salary is the only fixed element of our NEOs' total cash compensation. Our base salaries are determined using market-based assessments (in accordance with the description in the "Use of Market Data and Peer Group Analysis" section above) while also considering individual responsibilities, skills, knowledge, expertise and performance. Salaries for our NEOs are determined in the first quarter of each fiscal year and are effective as of March 1. The 2021 and 2020 annual base salaries of our NEOs after these adjustments were as follows:

<u>Named Executive Officer</u>	<u>2021 Base Salary</u>	<u>2020 Base Salary</u>	<u>Change</u>
<b>Mark Goldsmith</b>	\$585,000	\$560,000	4.5%
<b>Steve Kelsey</b>	\$485,000	\$469,000	3.4%
<b>Margaret Horn</b>	\$485,000	\$469,000	3.4%
<b>Xiaolin Wang</b>	\$380,000	\$367,000	3.5%
<b>Jack Anders<sup>(1)</sup></b>	\$316,000	\$288,000	9.7%

(1) Mr. Anders was promoted from Vice President to Senior Vice President effective as of March 2021 and his salary adjustment took into account the expanded responsibilities of this role

### Annual Cash Incentives

Our annual cash incentives are based on the achievement of key corporate and individual goals. Our NEOs are eligible to earn annual cash bonuses based on the achievement of certain corporate performance objectives approved by our Compensation Committee and our Board of Directors as well as, in the case of our NEOs other than our CEO, their individual performance objectives. The full bonus for our CEO is determined based on our corporate score, and for our other NEOs corporate achievement is weighted 90% and individual achievement is weighted 10%. Each NEO's target annual cash incentive opportunity is expressed as a percentage of base salary and intended to be commensurate with the NEO's position and responsibilities. In the first quarter of 2021, after considering market data and our continued maturation as a public company, our Compensation Committee approved increasing the target annual cash incentive opportunity of each of our NEOs by 5% of base salary for 2021.

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Named Executive Officer	2021	Target Annual Incentive	
	Base Salary	(As a % of Base Salary)	(\$)
Mark Goldsmith	\$585,000	55%	\$321,750
Steve Kelsey	\$485,000	45%	\$218,250
Margaret Horn	\$485,000	45%	\$218,250
Xiaolin Wang	\$380,000	40%	\$152,000
Jack Anders	\$316,000	35%	\$110,600

**2021 Corporate Performance Goals**

The annual cash incentives for our NEOs are based on the achievement of corporate performance objectives and, other than in the case of our CEO, an assessment of individual performance. For 2021, the corporate performance goals included the following components:

Component	Summary of 2021 Goals and Achievements	Weighting	Achievement	Score
Research and Development	<p><u>Goals:</u></p> <ul style="list-style-type: none"> <li>Advance our pipeline of RAS(ON) Inhibitors and RAS Companion Inhibitors, including advancing RAS(ON) Inhibitor development candidate(s) through steps in IND-enabling development, nominating additional candidate(s) for IND-enabling studies, achieving developmental milestones for RMC-4630, RMC-5552 and RMC-5845 and progressing our discovery pipeline</li> </ul>	70%	134%	94%

Key Achievements:

- Advanced two RAS(ON) inhibitors through steps in IND-enabling development: RMC-6291 and RMC-6236
- Nominated two development candidates to enter IND-enabling development: RMC-9805 and RMC-8839
- Launched RMC-4630-03, a new global Phase 2 clinical trial
- Obtained accelerated preliminary evidence of safety, tolerability and anti-tumor activity for RMC-5552
- Progressed our discovery pipeline to enable future potential development candidates

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<u>Component</u>	<u>Summary of 2021 Goals and Achievements</u>	<u>Weighting</u>	<u>Achievement</u>	<u>Score</u>
<b>Corporate</b>	<p><u>Goals:</u></p> <ul style="list-style-type: none"> <li>Continue strategic, financial, legal, operational and team excellence in support of R&amp;D goals, including raising capital, enhancing investor engagement, executing appropriate business transactions and expanding and retaining our team to fulfill our mission</li> </ul> <p><u>Key Achievements:</u></p> <ul style="list-style-type: none"> <li>Raised approximately \$310 million through equity financings and implemented an ATM facility</li> <li>Initiated quarterly earnings calls</li> <li>Enhanced internal financial controls and reporting, including completing steps toward compliance with Section 404(b) of the Sarbanes Oxley Act of 2002</li> <li>Exceeded 2021 hiring and retention goals and expanded diversity initiatives</li> <li>Navigated challenges of COVID-19 pandemic</li> </ul>	30%	120%	36%
<b>Total</b>				<b>130%</b>

### *2021 Earned Incentive Awards*

Our Compensation Committee and our Board of Directors assessed the level of achievement of the 2021 corporate goals in January 2022. Based on its assessment of our achievements related to these goals as described above, including overachievement in our pipeline advancement activities, financial goals and hiring and retention, and the assessment and recommendation of our Compensation Committee, our Board of Directors determined that we achieved 130% of our corporate performance goals. In conducting their assessment, our Compensation Committee and our Board of Directors took into account the challenges presented by the ongoing COVID-19 pandemic, but did not assign a specific value or multiplier to the pandemic.

Our Compensation Committee assessed our NEOs' individual performance in February 2022. Based on each of their contributions to our strong corporate performance, our Compensation Committee paid our NEOs the percentages of their target annual cash incentive opportunities set forth below. The full bonus for our CEO was determined based on our corporate score, and for our other NEOs corporate achievement was weighted 90% and individual achievement was weighted 10%.

<u>Named Executive Officer</u>	<u>Target Annual Cash Incentive Opportunity</u>	<u>Corporate Achievement (%)</u>	<u>Individual Achievement (%)</u>	<u>2021 Earned Annual Cash Incentive Awards (\$)</u>
<b>Mark Goldsmith</b>	\$321,750	130%	N/A	\$418,300
<b>Steve Kelsey</b>	\$218,250	130%	130%	\$283,700
<b>Margaret Horn</b>	\$218,250	130%	130%	\$283,700
<b>Xiaolin Wang</b>	\$152,000	130%	130%	\$197,600
<b>Jack Anders</b>	\$110,600	130%	130%	\$143,800

## Long-Term Equity Incentives

We believe that equity awards are a crucial component of our executive compensation program to motivate our NEOs to focus on sustained long-term growth and link to stockholder value creation. Additionally, equity awards provide an important retention element in our executive compensation program, since they vest over four years. In addition, our NEOs will only realize value from their stock options if the market price of our common stock increases after the date the option is granted.

For 2021, in consultation with Compensia, our Compensation Committee approved equity awards after taking into consideration its assessment of peer group awards, a competitive market analysis performed by Compensia, our CEO's recommendations (except with respect to his own award) and our Compensation Committee's evaluation of each NEO's individual responsibilities, performance, contributions, and our retention objectives, as well as the number of shares of common stock in our equity pool, each NEO's current individual equity holdings and each NEO's overall total direct compensation. After taking into consideration market practices among our peer group and our retention objectives, our Compensation Committee utilized a mix of 70% stock options and 30% RSU awards, based on the grant date fair value of these awards.

All of the RSU awards and stock options granted vest over a four-year period subject to the NEO's continued service with us on each applicable vesting date. Annual stock option awards vest in equal monthly installments over that four-year period and annual RSUs awards vest in equal quarterly installments over that four-year period. The following equity awards were granted to our NEOs in March 2021:

Named Executive Officer	Stock Options (#)	RSUs (#)
<b>Mark Goldsmith</b>	169,000	48,000
<b>Steve Kelsey</b>	52,500	15,000
<b>Margaret Horn</b>	52,500	15,000
<b>Xiaolin Wang</b>	39,200	11,200
<b>Jack Anders</b>	25,900	7,400

## Other Elements of Executive Compensation

### Prohibition on Hedging, Pledging and Similar Transactions

All employees, officers, the non-employee member of our Board of Directors and certain consultants of the Company are subject to our Insider Trading Compliance Policy. The policy prohibits the covered individuals from purchasing or selling any of our securities while in possession of material nonpublic information.

Our Insider Trading Compliance Policy also prohibits covered individuals, including our NEOs, from (i) making short sales of our securities, (ii) engaging in transactions in puts, calls or other options or derivative instruments related to our securities, (iii) engaging in any hedging or similar transaction designed to decrease the risks associated with holding our securities and (iv) purchasing our securities on margin or pledging our securities as collateral.

### Health and Welfare Benefits and Perquisites

We offer employee benefit programs that are intended to provide financial protection and security for our employees and to reward them for the commitment we expect from them while employed by us. These benefit plans include medical, dental, group life and disability insurance plans. In addition, for our retirement program, we offer a Section 401(k) retirement savings plan which is a defined contribution plan established in accordance with Section 401 of the Internal Revenue Code that provides our employees with the opportunity to defer their eligible compensation on a pre-tax basis, up to statutorily prescribed annual limits and to have this amount contributed to the Section 401(k) plan. In 2021, we provided a matching contribution equal to 50% of the participant's elective contributions up to \$7,000 of eligible compensation. All of our NEOs are eligible to participate in these programs on the same basis as our other employees. We do not provide perquisites or other personal benefits to our NEOs.



## **Severance and Change in Control Payments and Benefits**

We have entered into employment agreements with each of our NEOs. Through these agreements our NEOs are provided with certain severance payments and benefits in the event of certain involuntary terminations of employment in order to assist us in recruiting and retaining talented individuals and align the NEOs' interests with the best interests of stockholders. We believe these severance payments and benefits are consistent with those provided in the life sciences industry and are an essential element of our overall executive compensation program due to the competitive market for executive talent in our industry.

Enhanced severance payments and benefits are provided for a qualifying termination of employment that occurs in connection with a change-in-control of the Company because the severance payments and benefits are also intended to eliminate, or at least reduce, the reluctance of our NEOs to diligently consider and pursue potential change-in-control transactions that may be in the best interests of our stockholders. These arrangements are considered "double-trigger", as they require both a change in control of the Company as well as a qualifying termination of employment. We do not provide any tax reimbursements or tax gross up payments on severance benefits. A summary of executive severance agreements as well as estimated payments and benefits resulting from a qualified termination or change in control are described below under the heading "Potential Payments upon Termination or Change in Control".

## **Tax and Accounting Implications**

One of the factors our Compensation Committee considers when determining executive compensation is the anticipated tax treatment to our Company and to our executive officers of the various payments and benefits. Section 162(m) of the Internal Revenue Code ("Section 162(m)") generally provides that a publicly held company may not deduct compensation paid to certain covered executive officers to the extent that such compensation exceeds \$1,000,000 per executive officer in any year. Our Compensation Committee has concluded, and reserves the discretion to conclude in the future, that it is appropriate to exceed the limitation on deductibility under Section 162(m) to ensure that executive officers are compensated in a manner that it believes to be consistent with our Company's best interests and those of our stockholders.

Under the Financial Accounting Standard Board ("FASB") Accounting Standards Codification (Topic 718) ("ASC 718"), we are required to estimate and record an expense for each award of equity compensation (including stock options and RSUs) over the vesting period of the award. We record share-based compensation expense on an ongoing basis according to ASC 718. Our Compensation Committee has considered, and may in the future consider, the grant of performance-based or other types of stock awards to executive officers in lieu of or in addition to stock option and time-based RSU grants in light of the accounting impact of ASC 718 and other considerations.

## COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

*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 (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.*

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K and contained within this Proxy Statement with management and, based on such review and discussions, the Compensation Committee recommended to our Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2021.

Submitted by the members of the Compensation Committee of the Board of Directors:

Elizabeth McKee Anderson, Chair  
Alexis A. Borisy  
Vincent A. Miller, M.D.

**EXECUTIVE COMPENSATION TABLES**

**2021 Summary Compensation Table**

The following table contains information about the compensation earned by each of our named executive officers during the fiscal years presented.

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Stock Awards<sup>(1)</sup></b>	<b>Option Awards<sup>(1)</sup></b>	<b>Non-equity Incentive Plan Compensation<sup>(2)</sup></b>	<b>All Other Compensation<sup>(3)</sup></b>	<b>Total</b>
Mark A. Goldsmith, M.D., Ph.D. <i>President and Chief Executive Officer</i>	2021	\$ 580,833	—	\$ 2,037,600	\$ 4,785,184	\$ 418,300	\$ 7,000	\$ 7,828,917
	2020	554,011	—	—	1,426,200	406,000	2,000	2,388,211
	2019	504,300	—	—	3,808,974	260,980	2,000	4,576,254
Steve Kelsey, M.D. <i>President, Research and Development</i>	2021	482,333	—	636,750	1,486,522	283,700	7,000	2,896,305
	2020	464,210	—	—	522,559	273,700	2,000	1,262,469
	2019	424,350	—	—	1,298,253	170,800	2,000	1,895,403
Margaret Horn, J.D. <i>Chief Operating Officer and General Counsel</i>	2021	482,333	—	636,750	1,486,522	283,700	7,000	2,896,305
	2020	459,691	—	—	522,559	273,700	2,000	1,257,950
	2019	384,375	—	—	1,662,587	166,150	2,000	2,215,112
Xiaolin Wang Sc.D. <i>Executive Vice President and Clinical Development</i>	2021	377,833	—	475,440	1,109,936	197,600	7,000	2,167,809
Jack Anders <sup>(4)</sup> <i>Senior Vice President, Finance, and Principal Accounting Officer</i>	2021	311,333	—	314,130	733,351	143,800	7,000	1,509,614

- (1) Amounts reported represent the aggregate grant date fair value of stock options and stock awards granted to our named executive officers computed in accordance with FASB ASC Topic 718. See Note 11 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2021 for details as to the assumptions used to determine the fair value of the awards.
- (2) Amounts for fiscal 2021 represent payments earned by our named executive officers upon the achievement of certain company performance objectives and, other than in the case of our Chief Executive Officer, an assessment of individual performance. Please see the description of the annual bonus program under “Compensation Discussion and Analysis – Elements of Executive Compensation – Annual Cash Incentives.”
- (3) Amounts for fiscal 2021 represents Company matching contributions under our 401(k) plan.
- (4) Mr. Anders was promoted from Vice President to Senior Vice President effective as of March 2021.

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**Grants of Plan-Based Awards in 2021**

The following table provides information relating to grants of plan-based awards made to our named executive officers during 2021.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			All Other Stock Awards: Number of Shares or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price Per Share of Option Awards (\$/Share)	Grant-Date Fair Value of Stock and Option Awards (\$) <sup>(2)</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)				
Mark A. Goldsmith	3/4/2021 <sup>(3)</sup>	—	\$321,750	—	48,000	169,000	\$ 42.45	\$4,785,184
	3/4/2021 <sup>(4)</sup>	—	—	—				
Steve Kelsey	3/4/2021 <sup>(3)</sup>	—	218,250	—	15,000	52,500	\$ 42.45	1,486,522
	3/4/2021 <sup>(4)</sup>	—	—	—				
Margaret Horn	3/4/2021 <sup>(3)</sup>	—	218,250	—	15,000	52,500	\$ 42.45	1,486,522
	3/4/2021 <sup>(4)</sup>	—	—	—				
Xiaolin Wang	3/4/2021 <sup>(3)</sup>	—	152,000	—	11,200	39,200	\$ 42.45	1,109,936
	3/4/2021 <sup>(4)</sup>	—	—	—				
Jack Anders	3/4/2021 <sup>(3)</sup>	—	110,600	—	7,400	25,900	\$ 42.45	733,351
	3/4/2021 <sup>(4)</sup>	—	—	—				

- (1) Represents potential payouts under the 2021 cash incentive program. There are no threshold or maximum levels set under the program. Please see the description of the annual bonus program under “Compensation Discussion and Analysis – Elements of Executive Compensation – Annual Cash Incentives.”
- (2) The amounts shown represent the grant-date fair value per share determined in accordance with ASC Topic 718, multiplied by the number of shares. See Note 11 to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2021 for the assumptions used in calculating these values.
- (3) 1/48th of the shares originally subject to the option vest monthly on each monthly anniversary of March 4, 2021, subject to continued service on the applicable vesting date.
- (4) The RSUs vest as to 1/16th of the shares on each quarterly anniversary of March 15, 2021, subject to continued service.

**Outstanding Equity Awards at 2021 Fiscal Year-End**

The following table provides information about outstanding equity awards held by each of our named executive officers at December 31, 2021.

Name	Vesting Commencement Date	Option awards				Stock awards	
		Number of Securities Underlying Exercisable Options	Number of Securities Underlying Unexercisable Options	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have not Vested (\$) <sup>(1)</sup>
Mark A. Goldsmith	12/1/2016 <sup>(2)(3)</sup>	167,782	—	0.49	3/20/2027	—	—
	3/1/2018 <sup>(2)(3)</sup>	209,527	13,969	0.54	2/11/2028	—	—
	3/29/2018 <sup>(2)(3)</sup>	48,853	9,633	1.12	4/19/2028	—	—
	3/13/2019 <sup>(2)(3)</sup>	206,855	124,374	4.09	3/12/2029	—	—
	8/9/2019 <sup>(2)(3)</sup>	277,721	243,120	4.73	8/8/2029	—	—
	2/12/2020 <sup>(3)</sup>	58,867	69,572	17.00	2/11/2030	—	—
	3/4/2021 <sup>(3)</sup>	31,687	137,313	42.45	3/3/2031	—	—
	3/15/2021 <sup>(4)</sup>	—	—	—	—	39,000	981,630

Name	Vesting Commencement Date	Option awards				Stock awards	
		Number of Securities Underlying Exercisable Options	Number of Securities Underlying Unexercisable Options	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have not Vested (\$) <sup>(1)</sup>
Steve Kelsey	3/1/2018 <sup>(5)</sup>	—	—	—	—	3,909	98,390
	3/13/2019 <sup>(2)(3)</sup>	68,131	38,535	4.09	3/12/2029	—	—
	8/9/2019 <sup>(2)(3)</sup>	68,911	86,144	4.73	8/8/2029	—	—
	2/12/2020 <sup>(3)</sup>	21,569	25,491	17.00	2/11/2030	—	—
	3/4/2021 <sup>(3)</sup>	9,843	42,657	42.45	3/3/2031	—	—
Margaret Horn	3/15/2021 <sup>(4)</sup>	—	—	—	—	12,188	306,772
	3/1/2018 <sup>(2)(3)</sup>	11,947	1,494	0.54	2/11/2028	—	—
	1/1/2018 <sup>(2)(3)</sup>	100,610	2,141	4.09	3/12/2029	—	—
	3/13/2019 <sup>(2)(3)</sup>	84,767	38,535	4.09	3/12/2029	—	—
	8/9/2019 <sup>(2)(3)</sup>	96,124	93,676	4.73	8/8/2029	—	—
	2/12/2020 <sup>(3)</sup>	21,569	25,491	17.00	2/11/2030	—	—
Xiaolin Wang	3/4/2021 <sup>(3)</sup>	9,843	42,657	42.45	3/3/2031	—	—
	3/15/2021 <sup>(4)</sup>	—	—	—	—	12,188	306,772
	3/26/2018 <sup>(2)(3)</sup>	86,696	5,780	1.12	4/19/2028	—	—
	3/13/2019 <sup>(2)(3)</sup>	14,124	6,426	4.09	3/12/2029	—	—
	8/9/2019 <sup>(2)(3)</sup>	87,220	62,312	4.73	8/8/2029	—	—
	12/18/2019 <sup>(2)(3)</sup>	205	—	7.50	12/17/2029	—	—
Jack Anders	2/12/2020 <sup>(3)</sup>	11,961	14,137	17.00	2/11/2030	—	—
	3/4/2021 <sup>(3)</sup>	7,350	31,850	42.50	3/3/2031	—	—
	3/15/2021 <sup>(4)</sup>	—	—	—	—	9,100	229,047
	8/16/2018 <sup>(2)(3)</sup>	48,497	13,704	2.68	4/19/2028	—	—
	3/13/2019 <sup>(2)(3)</sup>	3,531	1,606	4.09	3/12/2029	—	—
	8/9/2019 <sup>(2)(3)</sup>	2,996	2,141	4.73	8/8/2029	—	—
	2/12/2020 <sup>(3)</sup>	8,005	9,462	17.00	2/11/2030	—	—
	3/4/2021 <sup>(3)</sup>	4,856	21,044	42.50	3/3/2031	—	—
	3/15/2021 <sup>(4)</sup>	—	—	—	—	6,013	151,347

- (1) Based on the closing price of our common stock on December 31, 2021 of \$25.17 per share.
- (2) The stock option permits early exercise of the unvested portion of the award in exchange for restricted stock and was, therefore, fully exercisable as of December 31, 2021. The number of shares shown as exercisable and unexercisable reflect the number of shares vested and unvested, respectively, as of December 31, 2021.
- (3) 1/48th of the shares originally subject to the option vest monthly measured from the vesting commencement date, subject to continued service on the applicable vesting date.
- (4) The RSUs vest as to 1/16th of the shares on each quarterly anniversary of the vesting commencement date, subject to continued service.
- (5) Represents shares of restricted stock acquired upon exercise of an option prior to vesting. The shares of restricted stock are subject to repurchase by us at the original exercise price upon a termination of service prior to vesting. The unvested shares reported vest in equal monthly installments through the fourth anniversary of the vesting commencement date, subject to continued service through each applicable vesting date.

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### *Option Exercises and Stock Vested*

The following table summarizes the stock options that were exercised and the RSUs that vested during 2021.

	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting	Value Realized Upon Vesting (\$) <sup>(2)</sup>
Mark A. Goldsmith	62,721	\$ 2,205,029	9,000	\$ 271,080
Margaret Horn	35,000	1,759,450	2,812	84,698
Steve Kelsey	—	—	2,812	84,698
Xiaolin Wang	—	—	2,100	63,252
Jack Anders	—	—	1,387	41,777

(1) Represents the difference between the fair market value of our stock underlying the options at exercise and the exercise price of the option.

(2) Reflects the product of the number of shares of stock vested multiplied by the closing price of our common stock on each vesting date.

### *Pension Benefits*

We do not maintain any defined benefit pension plans.

### *Nonqualified Deferred Compensation*

We do not maintain any nonqualified deferred compensation plans.

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

In connection with our initial public offering, we entered into new employment agreements with our named executive officers. Pursuant to the terms of the new employment agreements, in the event the named executive officer is terminated without Cause or resigns for Good Reason (each, as defined in the employment agreements), in each case, other than during the period commencing three months prior to and ending 18 months following a change in control, the named executive officer will be eligible to receive: (i) a lump sum cash payment equal to 1x, in the case of our Chief Executive Officer, or 0.75x, in the case of our other named executive officers, the sum of the executive's annual base salary and target annual bonus; (ii) payment or reimbursement of COBRA premiums for 12 months, in the case of our Chief Executive Officer, or nine months, in the case of our other named executive officers; and (iii) at the discretion of the Board or the Compensation Committee, 12 months' accelerated vesting of equity awards, in the case of our Chief Executive Officer, or 9 months' accelerated vesting of equity awards, in the case of our other named executive officers.

In addition, in the event the named executive officer is terminated without Cause or resigns for Good Reason, in each case, during the period commencing three months prior to and ending 18 months following a change in control, the named executive officer will be eligible to receive: (i) a lump sum cash payment equal to 1.5x, in the case of our Chief Executive Officer, or 1x, in the case of our other named executive officers, the sum of the executive's annual base salary and target annual bonus; (ii) payment or reimbursement of COBRA premiums for 18 months, in the case of our Chief Executive Officer, or 12 months, in the case of our other named executive officers; and (iii) full accelerated vesting of all equity awards. All severance payments and benefits under the employment agreements are subject to the executive's execution of a release of claims against us.

The following table provides information concerning the estimated payments and benefits that would be provided in the circumstances described above for each of our named executive officers. Except where otherwise noted, payments and benefits are estimated assuming that the triggering event took place on December 31, 2021, and the price per share of our common stock is the closing price as of December 31, 2021 of \$25.17. There can be no assurance that a triggering event would produce the same or similar results as those estimated below if such event occurs on any other date.

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Name	Upon Qualifying Termination – Outside of Change in Control Period				Upon Qualifying Termination – During Change in Control Period			
	Cash Severance (\$) <sup>(1)</sup>	COBRA Premiums (\$)	Value Of Accelerated Vesting (\$) <sup>(2)(3)</sup>	Total (\$)	Cash Severance (\$) <sup>(1)</sup>	COBRA Premiums (\$)	Value Of Accelerated Vesting (\$) <sup>(3)</sup>	Total (\$)
Mark A. Goldsmith	\$ 906,750	\$ 33,924	\$ 6,219,171	\$ 7,159,845	\$ 1,360,125	50,886	\$ 9,716,940	\$ 11,127,951
Margaret Horn	527,438	8,136	1,573,794	2,109,368	703,250	10,848	3,324,018	4,038,116
Steve Kelsey	527,438	25,443	1,518,872	2,071,753	703,250	33,924	3,184,413	3,921,587
Xiaolin Wang	399,000	21,987	886,098	1,307,085	532,000	29,316	1,892,673	2,453,989
Jack Anders	319,950	828	409,879	730,657	426,600	1,104	614,471	1,042,175

- (1) The severance amount related to base salary was determined based on the base salaries in effect on December 31, 2021 and the severance amount related to target annual bonus was determined based on the target bonuses as on December 31, 2021.
- (2) Acceleration is at the discretion of the Board or the Compensation Committee.
- (3) The value of accelerated options is calculated by multiplying (i) the number of shares accelerated by (ii) any positive excess of \$25.17, the closing price per share of our common stock on December 31, 2021, over the applicable exercise price, and the value of accelerated RSUs is calculated by multiplying the number of RSUs accelerated by \$25.17, the closing price per share of our common stock on December 31, 2021.

### Equity Compensation Plan Information

The following table provides certain information as of December 31, 2021, with respect to all of our equity compensation plans in effect on that date:

Plan Category	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 the First Column)
Equity Compensation Plans Approved by Stockholders <sup>(1)(2)(3)</sup>	6,474,559 <sup>(4)</sup>	\$ 14.88 <sup>(5)</sup>	7,493,276
Equity Compensation Plans Not Approved by Stockholders	—	—	—
<b>Total</b>	<b>6,474,559</b>	<b>\$ 14.88</b>	<b>7,493,276</b>

- (1) Consists of the 2020 Plan, the Revolution Medicines, Inc. Employee Stock Purchase Plan (the “ESPP”), and the Revolution Medicines, Inc. 2014 Equity Incentive Plan, as amended.
- (2) The 2020 Plan contains an “evergreen” provision, pursuant to which the number of shares of common stock reserved for issuance pursuant to awards under such plan shall be increased on the first day of each year beginning in 2021 and ending in 2030 equal to the lesser of (A) five percent of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by our Board; provided, however, that no more than 46,173,732 shares of stock may be issued upon the exercise of incentive stock options.
- (3) The ESPP contains an “evergreen” provision, pursuant to which the number of shares of common stock reserved for issuance under such plan shall be increased on the first day of each year beginning in 2021 and ending in 2030 equal to the lesser of (A) one percent of the shares of stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by our Board; provided, however, no more than 7,564,123 shares of stock may be issued under the ESPP. The maximum number of shares that may be issued under the ESPP in the purchase period that includes December 31, 2021 based on the number of participants at December 31, 2021 is 118,872 shares.
- (4) Number of securities includes options to purchase 6,050,938 shares of common stock and 423,621 shares of common stock subject to vesting under RSUs.
- (5) The calculation of the weighted-average exercise price only includes outstanding options. No exercise price will be paid for shares issued on vesting of RSUs.

**Compensation Risk Assessment**

Management has conducted a risk assessment of our compensation plans and practices and concluded that our compensation programs do not create risks that are reasonably likely to have a material adverse effect on the Company. The objective of the assessment was to identify any compensation plans or practices that may encourage employees to take unnecessary risk that could threaten the company. No such plans or practices were identified. The Compensation Committee has reviewed and agrees with management's conclusion.



**INFORMATION ABOUT STOCK OWNERSHIP**

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table presents information as to the beneficial ownership of our common stock as of March 31, 2022 for:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;
- each named executive officer as set forth in the summary compensation table above;
- each of our directors and director nominees; and
- all executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of March 31, 2022, and any restricted stock units that vest within 60 days of March 31, 2022, are deemed to be outstanding and to be beneficially owned by the person holding the stock options and restricted stock units for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Percentage ownership of our common stock in the table is based on 74,227,672 shares of our common stock issued and outstanding on March 31, 2022. This table is based upon information supplied by officers, directors and principal stockholders and Schedules 13D and Schedules 13G, if any, filed with the SEC. Unless otherwise indicated, the address of each of the individuals and entities named below is c/o Revolution Medicines, Inc., 700 Saginaw Drive, Redwood City, California 94063.

Name of Beneficial Owner	Beneficial Ownership			
	Number of Outstanding Shares Beneficially Owned	Number of Shares Exercisable Within 60 Days	Number of Shares Beneficially Owned	Percentage of Beneficial Ownership
<b>5% and Greater Stockholders:</b>				
Entities affiliated with Third Rock Ventures <sup>(1)</sup>	6,943,931	—	6,943,931	9.4%
The Vanguard Group <sup>(2)</sup>	6,299,609	—	6,299,609	8.5%
FMR LLC <sup>(3)</sup>	6,101,724	—	6,101,724	8.2%
BlackRock, Inc. <sup>(4)</sup>	5,475,219	—	5,475,219	7.4%
Entities affiliated with The Column Group <sup>(5)</sup>	4,717,267	—	4,717,267	6.4%
Entities affiliated with Wellington Management Group <sup>(6)</sup>	4,510,895	—	4,510,895	6.1%
Entities affiliated with Nextech <sup>(7)</sup>	3,939,529	—	3,939,529	5.3%
<b>Named Executive Officers, Directors and Director Nominee:</b>				
Mark A. Goldsmith, M.D., Ph.D. <sup>(8)</sup>	386,169	1,438,496	1,824,665	2.4%
Steve Kelsey, M.D. <sup>(9)</sup>	240,244	309,162	549,406	*
Margaret Horn, J.D. <sup>(10)</sup>	67,239	476,735	543,974	*
Xiaolin Wang, Sc.D. <sup>(11)</sup>	3,298	291,792	295,090	*
Jack Anders <sup>(12)</sup>	2,724	91,545	94,269	*
Elizabeth McKee Anderson <sup>(13)</sup>	28,798	37,409	66,207	*
Alexis Borisy <sup>(14)</sup>	46,101	79,261	125,362	*

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Name of Beneficial Owner	Beneficial Ownership			
	Number of Outstanding Shares Beneficially Owned	Number of Shares Exercisable Within 60 Days	Number of Shares Beneficially Owned	Percentage of Beneficial Ownership
Flavia Borellini, Ph.D. <sup>(15)</sup>	1,205	7,736	8,941	*
Neil Exter <sup>(16)</sup>	6,983,927	27,126	7,011,053	9.4%
Vincent A. Miller, M.D. <sup>(17)</sup>	20,133	35,511	55,644	*
Sushil Patel, Ph.D.	—	—	—	*
Thilo Schroeder, Ph.D. <sup>(18)</sup>	3,939,529	—	3,939,529	5.3%
Eric Schmidt, Ph.D. <sup>(19)</sup>	3,617	16,175	19,792	*
Barbara Weber, M.D. <sup>(20)</sup>	1,808	47,200	49,008	*
All directors and executive officers as a group (12 persons)	11,722,068	2,766,603	14,488,671	18.8%

\* Indicates beneficial ownership of less than 1% of the total outstanding common stock.

- (1) Consists of (i) 5,524,031 shares of common stock directly held by Third Rock Ventures III, L.P. (“TRV III”) and (ii) 1,419,900 shares of common stock directly held by Third Rock Ventures IV, L.P. (“TRV IV”). Each of Third Rock Ventures III GP, LP (“TRV III GP”), the general partner of TRV III, and Third Rock Ventures GP III, LLC (“TRV III LLC”), the general partner of TRV III GP, and Mark Levin, Kevin Starr and Robert Tepper, the managers of TRV III LLC, may be deemed to have voting and investment power over the shares held of record by TRV III; the general partner of TRV IV is Third Rock Ventures GP IV, L.P. (“TRV IV GP”) and the general partner of TRV IV GP is TRV GP IV, LLC (“TRV IV LLC”). The address for each of these persons and entities is 29 Newbury Street, Suite 301, Boston, MA 02116.
- (2) Based solely on the Schedule 13G/A filed with the SEC on February 9, 2022 by The Vanguard Group, reflecting information as of December 31, 2021. The Vanguard Group had sole voting power with respect to 0 shares, dispositive power with respect to 6,198,079 shares, shared voting power with respect to 56,084 shares and shared dispositive power with respect to 101,530 shares. The Vanguard Group reports its address as 100 Vanguard Blvd., Malvern, PA 19355.
- (3) Based solely on a Schedule 13G/A filed with the SEC on January 7, 2022 by the following persons and entities with respect to shares of common stock beneficially owned as of December 31, 2021: FMR LLC and Abigail P. Johnson. Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders’ voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders’ voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act (“Fidelity Funds”) advised by Fidelity Management & Research Company (“FMR Co”), a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds’ Boards of Trustees. FMR Co carries out the voting of the shares under written guidelines established by the Fidelity Funds’ Boards of Trustees. The reported address of FMR LLC is 245 Summer Street, Boston, Massachusetts 02210.
- (4) Based solely on the Schedule 13G filed with the SEC on February 3, 2022 by BlackRock, Inc., reflecting information as of December 31, 2021. BlackRock, Inc. had sole voting power with respect to 5,367,821 shares, and dispositive power with respect to 5,475,219 shares. BlackRock, Inc. reports its address as 55 East 52nd Street, New York, NY 10055.
- (5) Consists of (i) 1,571,963 shares of common stock directly held by The Column Group III, LP (“TCG III”), (ii) 1,775,236 shares of common stock directly held by The Column Group III-A, LP (“TCG III-A”), (iii) 685,011 shares of common stock directly held by Ponoii Capital, LP (“Ponoii”), (iv) 685,011 shares of common stock directly held by Ponoii Capital II, LP (“Ponoii II”), and (v) 46 shares of common stock directly held by The Column Group, LLC (“TCG LLC”). Peter Svennilson, David Goeddel, Ph.D. and Tim Kutzkey, Ph.D., are the managing partners of (i) The Column Group III GP, LP (“TCG III GP”), which is the general partner of TCG III and TCG III-A, (ii) Ponoii Management, LLC, which is the general partner of Ponoii, (iii) Ponoii II Management, LLC, which is the general partner of Ponoii II, and (iv) TCG LLC. Mr. Svennilson, Dr. Goeddel and Dr. Kutzkey share voting and investment control over shares held by TCG III, TCG III-A, TCG III GP, Ponoii, Ponoii II and TCG LLC. Mr. Svennilson, Dr. Goeddel and Dr. Kutzkey disclaim beneficial ownership of all shares above except to the extent of their pecuniary interest therein. The address of the above persons and entities is 1 Letterman Drive, Building D, Suite DM-900, San Francisco, California 94129.
- (6) Based solely on the Schedule 13G filed with the SEC on February 14, 2022 by Wellington Management Group LLP and Wellington Investment Advisers LLP, reflecting information as of December 31, 2021. Wellington Management Group LLP and Wellington Investment Advisers LLP had sole voting power with respect to 0 shares, dispositive power with respect to 0 shares, shared voting power with respect to 4,078,428 shares and shared dispositive power with respect to 4,510,895 shares. The Securities are owned of

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record by clients of the Wellington Investment Advisers. Wellington Investment Advisors Holdings LLP controls directly, or indirectly through Wellington Management Global Holdings, Ltd., the Wellington Investment Advisers. Wellington Investment Advisors Holdings LLP is owned by Wellington Group Holdings LLP. Wellington Group Holdings LLP is owned by Wellington Management Group LLP. Wellington Management Group LLP reports its address as 280 Congress Street, Boston, MA 02210.

- (7) Consists of (i) 2,668,214 shares of common stock directly held by Nextech V Oncology S.C.S., SICAV-SIF (“Nextech V”), (ii) 300,000 shares of common stock directly held by Nextech VI Oncology SCSp (“Nextech VI”) and (iii) 971,315 shares of common stock directly held by Nextech Crossover I SCSp (“Nextech Crossover”). Nextech Invest AG is the investment advisor of Nextech V, Nextech VI and Nextech Crossover. Nextech Invest AG reports its address as Bahnhofstrasse 18, CH-8001 Zurich.
- (8) Consists of (i) 45,599 shares of common stock, (ii) 37,032 shares of common stock directly held by the Jonathan Henry Goldsmith Trust under the Goldsmith Children’s 2011 Irrevocable Education Trust, dated December 15, 2011, (iii) 37,032 shares of common stock directly held by the Rebecca Eve Goldsmith Trust under the Goldsmith Children’s 2011 Irrevocable Education Trust, dated December 15, 2011, (iv) 266,506 shares of common stock directly held by Mark A. Goldsmith and Anne E. Midler 2002 Revocable Living Trust and (v) 1,438,496 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (9) Consists of (i) 240,244 shares of common stock held by Dr. Kelsey and (ii) 309,162 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (10) Consists of (i) 13,937 shares of common stock directly held by Ms. Horn, (ii) 53,302 shares of common stock directly held by Margaret A. Horn Revocable Living Trust and (iii) 476,735 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (11) Consists of (i) 3,298 shares of common stock held by Dr. Wang and (ii) 291,792 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (12) Consists of (i) 2,724 shares of common stock held by Mr. Anders and (ii) 91,545 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (13) Consists of (i) 1,808 shares of common stock held directly by Ms. Anderson, (ii) 26,990 shares of common stock directly held by David W. Anderson 1996 Irrevocable Trust and (iii) 37,409 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (14) Consists of (i) 46,101 shares of common stock held by Dr. Borisy and (ii) 79,261 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (15) Consists of (i) 1,205 shares of common stock held by Dr. Borellini and (ii) 7,736 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (16) Consists of (i) the shares described in Footnote 1 above to which Mr. Exter disclaims beneficial ownership of all such shares except to the extent of his pecuniary interests therein, (ii) 19,998 shares of common stock held directly by Mr. Exter, (iii) 16,981 shares of common stock directly held by the NAE 2012 Trust, L.L.C., (iv) 3,017 shares of common stock directly held by the Neil Exter 2012 Irrevocable Family Trust and (v) 27,126 shares in common stock that may be acquired pursuant to the exercise of a stock option within 60 days of March 31, 2022.
- (17) Consists of (i) 20,133 shares of common stock held by Dr. Miller and (ii) 35,511 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (18) Consists of (i) the shares described in Footnote 7 above to which Dr. Schroeder disclaims beneficial ownership of all such shares except to the extent of his pecuniary interests therein. Dr. Schroeder is a managing member at Nextech Invest AG.
- (19) Consists of (i) 3,617 shares of common stock held by Dr. Schmidt and (ii) 16,175 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.
- (20) Consists of (i) 1,808 shares of common stock held by Dr. Weber and (ii) 47,200 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of March 31, 2022.

## SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than 10% of a registered class of the Company's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, the Company believes that all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with during the year ended December 31, 2021.

### ADDITIONAL INFORMATION

#### 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.

Brokers with account holders who are Revolution Medicines stockholders may be "householding" our proxy materials. A single proxy statement may 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 it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you notify your Broker or the Company that you no longer wish to participate in "householding."

If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate proxy statement and annual report, you may (1) notify your Broker, (2) direct your written request to: 700 Saginaw Drive, Redwood City, California 94063 Stockholders who currently receive multiple copies of this Proxy Statement at their address and would like to request "householding" of their communications should contact their broker or (3) request from the Company at (650) 481-6801. In addition, the Company will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the Form 10-K, Proxy Statement, Proxy Card or Notice of Internet Availability of Proxy Materials to a stockholder at a shared address to which a single copy of the documents was delivered.

#### Other Matters

As of the date of this Proxy Statement, the Board does not intend to present any matters other than those described herein at the Annual Meeting and is unaware of any matters to be presented by other parties. If other matters are properly brought before the Annual Meeting for action by the stockholders, proxies will be voted in accordance with the recommendation of the Board or, in the absence of such a recommendation, in the discretion of the proxy holder.

**We have filed our Annual Report on Form 10-K for the year ended December 31, 2021 with the SEC. It is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Upon written request by a stockholder of Revolution Medicines, we will mail without charge a copy of our Annual Report on Form 10-K, including the financial statements and financial statement schedules, but excluding exhibits to the Annual Report on Form 10-K. Exhibits to the Annual Report on Form 10-K are available upon payment of a reasonable fee, which is limited to our expenses in furnishing the requested exhibit. All requests should be directed to the Secretary of the Company, 700 Saginaw Drive, Redwood City, California 94063.**

By Order of the Board of Directors

/s/ Mark A. Goldsmith

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Mark A. Goldsmith, M.D., Ph.D.  
*President, Chief Executive Officer and Chair of the Board*

April 26, 2022



REVOLUTION MEDICINES, INC.  
700 SAGINAW DR.  
REDWOOD CITY, CA 94063



SCAN TO  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**This proxy is solicited on behalf of the Board of Directors of Revolution Medicines, Inc.**

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D81850-P71041

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

<b>REVOLUTION MEDICINES, INC.</b>		<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.	
The Board of Directors recommends that you vote <b>FOR</b> the election of the director nominees named in Proposal No. 1 of the Proxy Statement; <b>FOR</b> the ratification of the appointment of PricewaterhouseCoopers LLP, as the independent registered public accounting firm, as described in Proposal No. 2 of the Proxy Statement; <b>FOR</b> the approval, on a non-binding, advisory basis, of the Say-On-Pay proposal as described in Proposal No. 3 of the Proxy Statement; and <b>EVERY ONE YEAR</b> on a non-binding, advisory basis as the frequency of future Say-on-Pay votes as described in Proposal No. 4 of the Proxy Statement.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____	
1.	To elect three Class II directors to hold office until the 2025 annual meeting of stockholders or until his successor is elected;					
<b>Nominees:</b>						
	01) Eric T. Schmidt, Ph.D.					
	02) Thilo Schroeder, Ph.D.					
	03) Sushil Patel, Ph.D.					
2.	To ratify the appointment, by the Audit Committee of the Company's Board of Directors, of PricewaterhouseCoopers LLP, as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2022;	<b>For</b>	<b>Against</b>	<b>Abstain</b>		
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
3.	To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission ("Say-on-Pay");					<b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/>
						<b>1 Year</b> <input type="checkbox"/> <b>2 Years</b> <input type="checkbox"/> <b>3 Years</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/>
4.	To approve, on a non-binding, advisory basis, whether a Say-on-Pay vote should occur every one year, every two years or every three years; and					<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
5.	To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.					
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.						
<input type="text"/>		<input type="text"/>		<input type="text"/>		
Signature [PLEASE SIGN WITHIN BOX]		Date		Signature (Joint Owners)		Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

D81851-P71041

**REVOLUTION MEDICINES, INC.  
Annual Meeting of Stockholders  
June 16, 2022 7:30 AM PDT  
This proxy is solicited by the Board of Directors**

The stockholders hereby appoint Mark A. Goldsmith, M.D., Ph.D. and Margaret Horn, J.D., or either of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common stock of REVOLUTION MEDICINES, INC. that the stockholders are entitled to vote at the Annual Meeting of Stockholders to be held at 7:30 AM, PDT on June 16, 2022, at [www.virtualshareholdermeeting.com/RVMD2022](http://www.virtualshareholdermeeting.com/RVMD2022), and any adjournment or postponement thereof.

**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