

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

SCHEDULE 14A

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

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



DECIPHERA PHARMACEUTICALS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee paid previously with preliminary materials.
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-



Deciphera Pharmaceuticals, Inc.
200 Smith Street
Waltham, MA 02451

NOTICE OF 2024 ANNUAL MEETING OF STOCKHOLDERS
To Be Held On June 20, 2024

Dear Stockholders:

You are cordially invited to attend the 2024 Annual Meeting of Stockholders of Deciphera Pharmaceuticals, Inc. to be held on Thursday June 20, 2024, at 8:30 A.M. Eastern Time. Our Annual Meeting will be a completely virtual meeting of stockholders. There will be no physical meeting location. The meeting will only be conducted via live webcast. The purpose of the meeting is the following:

1. to elect three directors, James A. Bristol, Ph.D., Frank S. Friedman, and Ron Squarer, to serve as Class I directors, as nominated by the Board of Directors, to hold office until the 2027 Annual Meeting of Stockholders or until their successors are duly elected and qualified or until their earlier death, resignation, or removal;
2. to approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement accompanying this notice;
3. to ratify the appointment of PricewaterhouseCoopers LLP as Deciphera Pharmaceuticals, Inc.'s independent registered public accounting firm for the year ending December 31, 2024;
4. to approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of our common stock, \$0.01 par value per share, from 125,000,000 to 250,000,000;
5. to approve an amendment to our Amended and Restated Certificate of Incorporation to permit limitation of liability of certain of our officers as and to the extent provided and permitted by Section 102(b)(7) of the General Corporation Law of Delaware;
6. to approve the adjournment of the 2024 Annual Meeting of Stockholders to the extent there are insufficient votes at the Annual Meeting to approve the proposals mentioned in items 4 and 5 above; and
7. to transact such other business as may properly come before the meeting and at any adjournments or postponements thereof.

These items of business are more fully described in the proxy statement accompanying this notice.

The proposal for the election of directors relates solely to the election of Class I directors nominated by the Board of Directors of Deciphera Pharmaceuticals, Inc.

Only Deciphera Pharmaceuticals, Inc. stockholders of record at the close of business on April 23, 2024, will be entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

Your vote is important. Whether or not you are able to participate in our virtual Annual Meeting, it is important that your shares be represented. To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to participate in the virtual meeting, by submitting your proxy via the Internet at the address listed on the proxy card, voting by touch-tone phone at the number shown on your proxy card, or by signing, dating, and returning the proxy card. If you have any questions or need assistance voting your shares, please contact our proxy solicitor, Innisfree:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022
Stockholders in the U.S. and Canada may call toll-free at: (877) 750-0625
Stockholders in other locations may call: +1 (412) 232-3651
Banks and brokers may call collect at: (212) 750-5833

Thank you for your ongoing support and continuing interest in Deciphera Pharmaceuticals, Inc.

By Order of the Board of Directors,



Steven L. Hoerter

President, Chief Executive Officer and Director

Waltham, Massachusetts

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200 Smith Street
Waltham, Massachusetts 02451

**PROXY STATEMENT
FOR THE 2024 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 20, 2024**

INFORMATION CONCERNING SOLICITATION AND VOTING

General

This proxy statement ("Proxy Statement") is furnished in connection with the solicitation of proxies for use prior to or at the 2024 Annual Meeting of Stockholders (the "Annual Meeting") of Deciphera Pharmaceuticals, Inc. (the "Company", "we," "us," and "our"), a Delaware corporation, to be held at 8:30 A.M. Eastern Time, on Thursday June 20, 2024 and at any adjournments or postponements thereof for the following purposes:

1. to elect three directors, James A. Bristol, Ph.D., Frank S. Friedman, and Ron Squarer, to serve as Class I directors, as nominated by the board of directors of Deciphera Pharmaceuticals, Inc. (the "Board of Directors" or "Board"), to hold office until the 2027 Annual Meeting of Stockholders or until their successors are duly elected and qualified or until their earlier death, resignation, or removal;
2. to approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in this Proxy Statement;
3. to ratify the appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for the year ending December 31, 2024;
4. to approve an amendment to our Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") to increase the number of authorized shares of our common stock, \$0.01 par value per share, from 125,000,000 to 250,000,000 (the "Authorized Share Increase Proposal");
5. to approve an amendment to our Certificate of Incorporation to permit limitation of liability of certain of our officers as and to the extent provided and permitted by Section 102(b)(7) of the General Corporation Law of Delaware (the "DGCL", and such proposal, the "Officer Exculpation Proposal");
6. to approve an adjournment of the Annual Meeting to the extent there are insufficient votes at the Annual Meeting to approve the Authorized Share Increase Proposal and the Officer Exculpation Proposal (the "Adjournment Proposal"); and
7. to transact such other business as may properly come before the meeting and at any adjournments or postponements thereof.

On or about [], we will mail to all stockholders entitled to vote at the Annual Meeting a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access this Proxy Statement and our 2023 Annual Report on Form 10-K.

Our Annual Meeting will be a completely virtual meeting of stockholders. There will be no physical meeting location. The meeting will only be conducted via live webcast. In order to attend, you must register in advance at www.proxydocs.com/DCPH prior to the deadline of June 18, 2024 at 5:00 P.M. Eastern Time. Upon completing your registration, you will receive further instructions via email, including your unique link that will allow you access to the meeting, and you will have the ability to submit questions during the meeting. Please be sure to follow instructions found on your proxy card and/or voting authorization form and in the subsequent instructions that will be delivered to you via email.

We are utilizing a virtual-only meeting format in order to leverage technology to enhance stockholder access to the Annual Meeting by enabling attendance and participation from any location around the world. We believe that the virtual-only meeting format will give stockholders the opportunity to participate fully and equally, and without cost, and to exercise the same rights as if they had attended an in-person meeting. We believe that these measures will enhance stockholder access and encourage participation and communication with our Board of Directors and management. In addition, the virtual-only meeting format increases our ability to engage with all stockholders, regardless of size, resources, or physical location.

Solicitation

This solicitation is made on behalf of the Board of Directors. We will pay the entire cost of preparing and distributing the Notice and these proxy materials and soliciting votes. This cost includes support for the virtual Annual Meeting. If you choose to access the proxy materials or vote over the Internet, you are responsible for any Internet access charges that you may incur. We have hired Innisfree M&A Incorporated (“Innisfree”) to act as our proxy solicitor in connection with the Annual Meeting. We will pay Innisfree a fee of \$20,000, plus reasonable out-of-pocket expenses, for these services. Our officers and employees may also, without compensation other than their regular compensation, solicit proxies through further mailings, personal conversations, facsimile transmissions, e-mails or otherwise. We will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable out-of-pocket expenses incurred by them in sending proxy materials to stockholders. We have hired Mediant Communications, Inc., a BetaNXT business, to assist us in the distribution of proxy materials and the tabulation of votes.

Important Notice Regarding the Availability of Proxy Materials

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we are providing access to our proxy materials over the Internet. Accordingly, we are sending a Notice to our stockholders of record and beneficial owners as of the record date identified below. The mailing of the Notice to our stockholders is scheduled to begin on or about [] .

We are pleased to take advantage of SEC rules that allow companies to furnish their proxy materials over the Internet. We are mailing to many of our stockholders a Notice instead of a paper copy of our proxy materials and our 2023 Annual Report on Form 10-K. The Notice contains instructions on how to access those documents and to cast your vote via the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials and our 2023 Annual Report on Form 10-K. All stockholders who do not receive a Notice will receive a paper copy of the proxy materials and the 2023 Annual Report on Form 10-K by mail. This process allows us to provide our stockholders with the information they need on a timely basis, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials.

This Proxy Statement, the accompanying proxy card or voting instruction card and our 2023 Annual Report on Form 10-K are available at <http://www.proxydocs.com/DCPH>.

A copy of our 2023 Annual Report on Form 10-K, as filed with the SEC, except for exhibits, will be furnished without charge to any stockholder upon written request to Deciphera Pharmaceuticals, Inc., 200 Smith Street, Waltham, Massachusetts 02451, Attention: Secretary. This Proxy Statement and our 2023 Annual Report on Form 10-K are also available on the SEC's website at www.sec.gov.

Voting Rights and Outstanding Shares

As of the close of business on April 23, 2024, the record date for determination of stockholders entitled to vote at the Annual Meeting, there were [] outstanding shares of our common stock, par value \$0.01 per share, all of which are entitled to vote with respect to all matters to be acted upon at the Annual Meeting. Each stockholder of record is entitled to one vote for each share of our common stock held by such stockholder. None of our shares of undesignated preferred stock were outstanding as of April 23, 2024.

Our amended and restated by-laws ("By-laws") provide that a majority of the shares entitled to vote, present in person or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting. There were [] shares of our common stock outstanding and entitled to vote on the record date. Therefore, a quorum will be present if [] shares of our common stock are present in person or represented by executed proxies timely received by us at the Annual Meeting. Shares present virtually during the Annual Meeting will be considered shares of common stock represented in person at the meeting.

If you are a beneficial owner of shares held in a brokerage account and you do not instruct your nominee how to vote your shares, your nominee may still be able to vote your shares in its discretion. Under the rules of the New York Stock Exchange, brokers, banks and other securities intermediaries that are subject to New York Stock Exchange rules may use their discretion to vote your "uninstructed" shares on matters considered to be "discretionary" but not with respect to "non-discretionary" matters under New York Stock Exchange rules. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner has not received voting instructions from the beneficial owner and the nominee cannot vote the shares because the matter is considered "non-discretionary." Proposals 1, 2, 4, 5, and 6 are considered to be "non-discretionary" or "non-routine" such that your nominee may not vote your shares on those proposals in the absence of your voting instructions. Conversely, Proposal 3 is considered to be "discretionary" or "routine" and, thus, if you do not return voting instructions to your broker, your shares may be voted by your broker in its discretion.

Under the DGCL, shares that are voted "abstain" or "withheld" and broker "non-votes" are counted as present for purposes of determining whether a quorum is present at the Annual Meeting.

Votes Required for Each Proposal

The vote required, and the method of calculation, for each proposal at our Annual Meeting is described below.

Proposal	Voting Options	Vote Required	Treatment of Withhold, Abstentions and Broken Non-Votes	Routine Matter?
Election of Directors	FOR WITHHOLD	Plurality	Withhold and broker non-votes will have no effect in determining the outcome of the proposal.	No
Approval, on a Non-Binding, Advisory Basis, of the Compensation of our Named Executive Officers	FOR AGAINST ABSTAIN	Majority	Abstentions and broker non-votes will have no effect in determining the outcome of the proposal.	No
Approval of the Ratification of appointment of PwC	FOR AGAINST ABSTAIN	Majority	Abstentions and broker non-votes will have no effect in determining the outcome of the proposal.	Yes
Amendment to the Certificate of Incorporation to increase the number of authorized shares	FOR AGAINST ABSTAIN	Majority	Abstentions and broker non-votes will have no effect in determining the outcome of the proposal.	No
Amendment to the Certificate of Incorporation to permit limitation of liability of certain Company officers as and to the extent provided and permitted by Section 102(b)(7) of the DGCL	FOR AGAINST ABSTAIN	Majority Entitled to Vote	Abstentions and broker non-votes will have the effect of a vote “against” in determining the outcome of the proposal	No
Approval of the adjournment of the Annual Meeting to the extent there are insufficient votes at the Annual Meeting to approve the Authorized Shares Increase Proposal and Officer Exculpation Proposal	FOR AGAINST ABSTAIN	Majority	Abstentions and broker non-votes will have no effect in determining the outcome of the proposal.	No

“*Majority*” means a majority of the votes properly cast for and against such matter.

“*Majority Entitled to Vote*” means the affirmative vote of a majority of the outstanding shares of capital stock entitled to vote on the matter.

“*Plurality*” means a plurality of the votes properly cast on such matter. For the election of directors, the three nominees receiving the highest number of votes, in person or by proxy, will be elected as directors.

Proposal One—Election of Directors

The three Class I director nominees receiving the highest number of votes, in person or by proxy, will be elected. You may vote “FOR” all nominees, “WITHHOLD” for all nominees, or “WITHHOLD” for any nominee by specifying the name of the nominee on your proxy card. This proposal is not considered to be a “routine” item under the rules of the New York Stock Exchange, which are also applicable to Nasdaq-listed companies, brokers, banks and other securities intermediaries that are subject to New York Stock Exchange rules. If you do not instruct your broker how to vote with respect to this proposal, your broker may not vote on this proposal, which will result in broker “non-votes.” Withheld votes and broker non-votes will have no effect on the outcome of the election of the directors.

Proposal Two—Approval, on a Non-Binding, Advisory Basis, of the Compensation of our Named Executive Officers

Approval of this proposal requires the affirmative vote of a majority of the votes properly cast for and against this proposal. You may vote “FOR,” “AGAINST,” or “ABSTAIN” from voting on this proposal. If you abstain from voting on this matter, your shares will not be counted as “votes cast” with respect to such matter, and therefore abstentions will have no effect on the outcome of this proposal. This proposal is not considered to be a “routine” item under the rules of the New York Stock Exchange, so if you do not instruct your broker how to vote with respect to this proposal, your broker may not vote on this proposal, which will result in broker “non-votes.” Broker non-votes will have no effect on the outcome of this proposal.

Proposal Three—Approval of the Ratification of PwC as Independent Registered Public Accounting Firm

Approval of this proposal requires the affirmative vote of a majority of the votes properly cast for and against this proposal. You may vote “FOR,” “AGAINST,” or “ABSTAIN” from voting on this proposal. If you abstain from voting on this matter, your shares will not be counted as “votes cast” with respect to such matter, and therefore abstentions will have no effect on the outcome of this proposal. This proposal is considered to be a “routine” item under the rules of the New York Stock Exchange, and your broker will be able to vote on this proposal even if it does not receive instructions from you. Accordingly, we do not anticipate that there will be any broker non-votes on this proposal; however, any broker non-votes will have no effect on the outcome of this proposal.

Proposal Four—Amendment to Certificate of Incorporation to Increase the Number of Authorized Shares

Approval of the Authorized Share Increase Proposal requires the affirmative vote of a majority of the votes properly cast for and against this proposal. You may vote “FOR,” “AGAINST” or “ABSTAIN” from voting on this proposal. If you abstain from voting on this matter, your shares will not be counted as “votes cast” with respect to such matter and therefore an abstention will have no effect on the proposal. This proposal is not considered to be a “routine” item under the rules of the New York Stock Exchange, so if you do not instruct your broker how to vote with respect to this proposal, your broker may not vote on this proposal, which will result in broker “non-votes.” Broker non-votes will have no effect on the outcome of this proposal.

Proposal Five—Amendment to Certificate of Incorporation to Permit Limitation of Liability of Certain Company Officers as and to the Extent Provided and Permitted by Section 102(b)(7) of the DGCL

Approval of the Officer Exculpation Proposal requires the affirmative vote of a majority of the outstanding shares of common stock entitled to vote on the matter. You may vote “FOR,” “AGAINST” or “ABSTAIN” from voting on this proposal. Abstentions are considered shares present and entitled to vote on this proposal and therefore an abstention will have the same effect as a vote “AGAINST” this proposal. This proposal is not considered to be a “routine” item under the rules of the New York Stock Exchange, so if you do not instruct your broker how to vote with respect to this proposal, your broker may not vote on this proposal, which will result in broker “non-votes.” Broker non-votes will have the same effect as a vote “AGAINST” this proposal.

Proposal Six—Approval of the adjournment of the Annual Meeting to the extent there are insufficient votes at the Annual Meeting to approve the Authorized Share Increase Proposal and the Officer Exculpation Proposal.

Approval of the Adjournment Proposal requires the affirmative vote of a majority of the votes properly cast for and against such matter. You may vote “FOR,” “AGAINST” or “ABSTAIN” from voting on this proposal. If you abstain from voting on this matter, your shares will not be counted as “votes cast” with respect to such matter and therefore an abstention will have no effect on the proposal. This proposal is not considered to be a “routine” item under the rules of the New York Stock Exchange, so if you do not instruct your broker how to vote with respect to this proposal, your broker may not vote on this proposal, and those votes will be counted as broker “non-votes.” Broker non-votes will have no effect on the outcome of this proposal.

We request that you vote your shares by proxy as instructed in the Notice by one of the following methods: over the Internet, by telephone or by mail. If you choose to vote by mail, your shares will be voted in accordance with your voting instructions if the proxy card is received prior to or at the Annual Meeting. If you sign and return your proxy card but do not give voting instructions, your shares will be voted FOR (i) the election of each of the three nominees as Class I directors; (ii) the approval, on a non-binding, advisory basis, of the compensation of our named executive officers; (iii) the ratification of the appointment of PwC as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2024; (iv) the Authorized Share Increase Proposal; (v) the Officer Exculpation Proposal; (vi) the Adjournment Proposal; and (vii) as the proxy holder deems advisable, in their discretion, on other matters that may properly come before the Annual Meeting.

Voting

At the Virtual Annual Meeting

We recommend that stockholders vote by proxy even if they plan to participate in the virtual Annual Meeting and vote electronically during the meeting. If you choose to attend and/or vote electronically at the virtual Annual Meeting, you must register in advance at www.proxydocs.com/DCPH prior to the deadline of June 18, 2024 at 5:00 P.M. Eastern Time. If you hold your shares in your own name, as part of the registration process, you must enter the control number located on your proxy card, voting instruction form, or Notice. Upon completing your registration, you will receive further instructions via email, including your unique link that will allow you to access and vote at the meeting.

If you are a beneficial owner of shares registered in the name of a broker, bank, or other nominee, you will also need to provide the registered name on your account and the name of your broker, bank, or other nominee as part of the registration process. Upon completing your registration, you will receive further instructions via email, including your unique link that will allow you to access the meeting.

If your shares are held in street name and you would like to vote at the Annual Meeting, you may visit www.proxydocs.com/DCPH and follow the instructions on the voting instruction card provided to you by your bank or brokerage firm. If you hold your shares in street name, you may need to log in to your bank or brokerage firm's website and select the shareholder communications mailbox to access the meeting and vote. Instructions should also be provided on the voting instruction card provided by your bank or brokerage firm, as well as during your registration process through the subsequent emailed instructions you will receive after your successful registration.

Please be sure to follow instructions found on your proxy card and/or voting authorization form and subsequent instructions that will be delivered to you via email. On the day of the Annual Meeting, June 20, 2024, stockholders may begin to log in to the virtual Annual Meeting 15 minutes prior to the Annual Meeting. The meeting webcast will begin promptly at 8:30 A.M. Eastern Time on June 20, 2024.

By Proxy

Even if you plan to attend the Annual Meeting, we encourage you to submit your vote by proxy in advance. You can vote by proxy over the Internet by following the instructions provided in the Notice, or, if you requested printed copies of the proxy materials by mail, you can vote by mailing your proxy as described in the proxy materials. If you complete and submit your proxy before the Annual Meeting, the persons named as proxies will vote the shares represented by your proxy in accordance with your instructions. If you submit a proxy without giving voting instructions, your shares will be voted in the manner recommended by the Board of Directors on all matters presented in this Proxy Statement, and as the persons named as proxies may determine in his or her discretion with respect to any other matters properly presented at the Annual Meeting. Voting electronically at the Annual Meeting will revoke any prior vote you might have executed by proxy.

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in the enclosed proxy card and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

Submitting Questions at the Virtual Annual Meeting

During the Annual Meeting, if you have registered for the Annual Meeting and wish to ask a question, you may do so by clicking the Q&A button on the virtual meeting platform and entering your question in the text box. If questions submitted are repetitive as to a particular topic, the Chairperson of the meeting may limit discussion on such topic. During the formal portion of the meeting, all questions presented should relate directly to the proposal under discussion.

Please review the Annual Meeting's Rules of Conduct for further details. The Rules of Conduct for the Annual Meeting will be posted on www.proxydocs.com/DCPH prior to the date of the Annual Meeting.

Annual Meeting Technical Assistance

Beginning 15 minutes prior to the start of and during the virtual Annual Meeting, we will have a 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.

Revocability of Proxy

You may revoke your proxy by (i) following the instructions on the Notice and entering a new vote by mail or over the Internet before the Annual Meeting or (ii) registering in advance to participate in the virtual Annual Meeting and voting electronically at the Annual Meeting (although participation in the virtual Annual Meeting will not in and of itself revoke a proxy). Any written notice of revocation or subsequent proxy card must be received by our Secretary prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to our Secretary or sent to our principal executive offices at Deciphera Pharmaceuticals, Inc., 200 Smith Street, Waltham, Massachusetts 02451, Attention: Secretary.

If a broker, bank, or other nominee holds your shares, you must contact such broker, bank, or nominee in order to find out how to change your vote.

Procedure for Submitting Stockholder Proposals

Stockholder proposals intended to be presented at the next annual meeting of our stockholders must satisfy the requirements set forth in the advance notice provision under our By-laws. To be timely for our next annual meeting of stockholders, any such proposal must be delivered in writing to our Secretary at our principal executive offices between the close of business on February 20, 2025 and March 22, 2025. If the date of the next annual meeting of the stockholders is scheduled to take place before May 21, 2025, or after August 19, 2025, notice by the stockholder must be delivered no later than the close of business on the later of (1) the 90th day prior to such annual meeting or (2) the 10th day following the day on which public announcement of the date of such meeting is first made. Any nomination must include all information relating to the nominee that is required to be disclosed in solicitations of proxies for election of directors in election contests or is otherwise required under Regulation 14A of the Exchange Act, the person's written consent to be named in the proxy statement and to serve as a director if elected and such information as we might reasonably require to determine the eligibility of the person to serve as a director. As to other business, the notice must include a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, and any material interest of such stockholder (and the beneficial owner) in the proposal. The proposal must be a proper subject for stockholder action. In addition, to make a nomination or proposal, the stockholder must be of record at the time the notice is made and must provide certain information regarding itself (and the beneficial owner), including the name and address, as they appear on our books, of the stockholder proposing such business, the number of shares of our capital stock which are, directly or indirectly, owned beneficially or of record by the stockholder proposing such business or its affiliates or associates (as defined in Rule 12b-2 promulgated under the Exchange Act) and certain additional information.

The advance notice requirements for the Annual Meeting are as follows: a stockholder's notice shall be timely if delivered to our Secretary at the address set forth above not later than the close of business on the later of the 90th day prior to the scheduled date of the Annual Meeting or the 10th day following the day on which public announcement of the date of the Annual Meeting is first made or sent by us.

In addition, any stockholder proposal intended to be included in the proxy statement for the next annual meeting of our stockholders must also satisfy the SEC regulations under Rule 14a-8 of the Exchange Act, and be received not later than December 23, 2024. If the date of the annual meeting is changed by more than 30 days from the date of the previous year's proxy statement, then notice must be received within a reasonable time before we begin to print and send proxy materials. If that happens, we will publicly announce the deadline for submitting a proposal in a press release or in a document filed with the SEC. Any stockholder proposals intended to be included in the proxy statement for the next annual meeting of our stockholders must be delivered by mail to our principal executive office at 200 Smith Street, Waltham, Massachusetts 02451. We also encourage you to submit any such proposals via email to proxyinfo@deciphera.com. To comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than April 21, 2025.

PROPOSAL 1

ELECTION OF DIRECTORS

General

The Board of Directors is divided into three classes. One class is elected each year at the annual meeting of stockholders for a term of three years. Vacancies on the Board of Directors are filled exclusively by the affirmative vote of a majority of the remaining directors, even if less than a quorum is present, and not by stockholders. A director elected by the Board of Directors to fill a vacancy in a class shall hold office for the remainder of the full term of that class, or until the director's successor is duly elected and qualified or until his or her earlier death, resignation, or removal.

The terms of the Class I directors are scheduled to expire on the date of the upcoming Annual Meeting. Three of our Class I directors will each stand for re-election at the Annual Meeting. Our Board of Directors is currently comprised of nine members. If each of the Class I director nominees are elected at the Annual Meeting, the composition of our Board of Directors will be as follows: Class I — James A. Bristol, Ph.D., Frank S. Friedman, and Ron Squarer; Class II — Steven L. Hoerter, Susan L. Kelley, M.D., and John R. Martin; and Class III — Patricia L. Allen, Edward J. Benz, Jr., M.D., and Dennis L. Walsh.

It is intended that the proxy in the form presented will be voted, unless otherwise indicated, for the election of the Class I director nominees to the Board of Directors to serve until the annual meeting of stockholders in 2027 or until his or her successors shall have been duly elected and qualified or until his or her earlier death, resignation, or removal. Each nominee is currently a director. The Board of Directors expects that each nominee will be available to serve as a director, but if any of the nominees should for any reason be unable or unwilling to serve at any time prior to the Annual Meeting, the proxies will be voted for the election of such substitute nominee as the Board of Directors may designate. At the Annual Meeting, proxies cannot be voted for a greater number of individuals than the three nominees named in this Proxy Statement.

The biographies of our directors and their ages as of March 31, 2024 are set forth below. There are no family relationships among any of our directors or executive officers.

<u>Name</u>	<u>Positions and Offices Held with Deciphera</u>	<u>Director Since</u>	<u>Age</u>	<u>Current Class of Director</u>
James A. Bristol, Ph.D. ^{(1*)(2)(4)}	Director	2007	77	I
Frank S. Friedman ⁽²⁾	Director	2019	66	I
Ron Squarer ⁽³⁾	Director, Chairperson of the Board of Directors	2019	57	I
Steven L. Hoerter	Director, President and Chief Executive Officer	2018	53	II
Susan L. Kelley, M.D. ^{(1)(4*)}	Director	2019	69	II
John R. Martin ⁽³⁾	Director	2015	63	II
Patricia L. Allen ^(3*)	Director	2016	62	III
Edward J. Benz, Jr., M.D. ^{(2*)(4)}	Director	2016	77	III
Dennis L. Walsh ⁽¹⁾	Director	2015	56	III

- (1) Member of the Compensation Committee.
(2) Member of the Nominating and Corporate Governance Committee.
(3) Member of the Audit Committee.
(4) Member of the Science & Technology Committee.
* Denotes Chairperson of the particular committee.

Class I Director Nominees

The persons listed below are nominated for election to Class I of the Board of Directors to serve a three-year term ending at the 2027 Annual Meeting of Stockholders or until their successors are elected and qualified or until his or her earlier death, resignation, or removal.

The Board of Directors recommends that stockholders vote FOR the election of each of the Class I director nominees listed below.

James A. Bristol, Ph.D. Dr. Bristol has served as a member of the Board of Directors of Deciphera Pharmaceuticals since August 2007. Dr. Bristol worked for 32 years in drug discovery, research and preclinical development at Schering-Plough Corporation, Parke-Davis, and Pfizer Inc. (“Pfizer”), serving in various senior research and development roles. From 2003 until his retirement in 2007, Dr. Bristol served as Senior Vice President of Worldwide Drug Discovery Research at Pfizer Global Research & Development, where he oversaw 3,000 scientists at seven Pfizer sites as they produced an industry leading number of drug development candidates in 11 therapeutic areas. In 2009, Dr. Bristol joined Frazier Healthcare Partners as a Senior Advisor. He has served as a member of the board of directors of Erasca, Inc., a publicly traded biotechnology company, since 2018, and Eterna Therapeutics Inc., a publicly traded life science company, since 2023. Dr. Bristol also served on the board of directors of Ignyta from 2014 until its acquisition by Roche in 2018, and has served on the board of directors of SUDO Biosciences, Inc. since June 2021 and Cadent Therapeutics, Inc. since 2011. Dr. Bristol is the author of over 100 publications, abstracts and patents, and he conducted postdoctoral research at the University of Michigan (NIH Postdoctoral Fellow) and at The Squibb

Institute for Medical Research. Dr. Bristol holds a Ph.D. in organic chemistry from the University of New Hampshire and a B.S. in Chemistry from Bates College. We believe that Dr. Bristol is qualified to serve on our Board of Directors based on his experience in the biopharmaceutical industry, including in management and as a director, as well as his expertise in drug discovery and development.

Frank S. Friedman. Mr. Friedman has served as a member of the Board of Directors of Deciphera Pharmaceuticals since November 2019. Mr. Friedman currently serves as President and Chief Executive Officer at IPFS Inc., a privately held finance company. Previously, Mr. Friedman worked for Deloitte Touche Tohmatsu Limited (“Deloitte”), a global services organization, from 1979 until his retirement from Deloitte in November 2019. During this time, Mr. Friedman served in several senior officer positions at Deloitte, including as the global Chief Operating Officer from June 2015 through June 2019; Deloitte’s US Chief Operating Officer, from June 2015 to June 2017; Deloitte’s US Chief Financial Officer, from June 2011 through May 2016; and the Interim US Chief Executive Officer from 2014 to 2015. Mr. Friedman received his Bachelor of Arts in accounting and business administration from the University of Kansas. We believe that Mr. Friedman’s experience in global management and operations, as well as his expertise in finance and accounting qualifies him to serve on our Board of Directors.

Ron Squarer. Mr. Squarer has served as the Chairperson of the Board of Directors of Deciphera Pharmaceuticals since June 2023 and a member of the Board of Directors since December 2019. Mr. Squarer served as Chief Executive Officer and a member of the Board of Directors of Array BioPharma, Inc. (“Array”) from 2012 until its acquisition by Pfizer in August 2019 following the successful commercial launches of both Braftovi® and Mektovi®. Before joining Array, Mr. Squarer held positions of increasing responsibility with Hospira, Inc., a global pharmaceutical and medical device company. As Senior Vice President and Chief Commercial Officer at Hospira, he was responsible for delivering \$4 billion in annual revenue. Mr. Squarer joined Hospira from Mayne Pharma, where he served as Senior Vice President, Global Corporate and Business Development, when Mayne was sold to Hospira in 2007. Before Mayne Pharma, Mr. Squarer held leadership roles at both Pfizer (focused on oncology), and SmithKline Beecham Pharmaceuticals (now GlaxoSmithKline) in the U.S. and Europe. He currently serves on the Board of Directors of Travele Therapeutics, Inc, a publicly traded biotechnology company, and as the Chair of the Board of Directors of ADC Therapeutics SA, a publicly traded biotechnology company. Mr. Squarer earned an M.B.A. from the Kellogg School of Management, Northwestern University, and a bachelor’s degree in biochemistry from the University of California, Berkeley. We believe that Mr. Squarer’s experience with pharmaceutical companies and his executive leadership, managerial, and business experience qualifies him to serve on our Board of Directors.

Required Vote

The three nominees receiving the highest number of affirmative votes of all the votes properly cast shall be elected as Class I directors to serve until the 2027 Annual Meeting of Stockholders or until their successors have been duly elected and qualified or until their earlier death, resignation, or removal.

Recommendation of the Board of Directors

OUR BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” THE ELECTION OF THE CLASS I DIRECTOR NOMINEES ABOVE.

CONTINUING DIRECTOR BIOGRAPHICAL INFORMATION AND EXPERIENCE

Class II Directors Continuing in Office Until the 2025 Annual Meeting of Stockholders

Steven L. Hoerter. Mr. Hoerter has served as the President and Chief Executive Officer of Deciphera Pharmaceuticals since March 2019 and has been a member of the Board of Directors of Deciphera since May 2018. Prior to joining Deciphera, Mr. Hoerter served as the Chief Commercial Officer for Agios Pharmaceuticals, Inc., a pharmaceutical company, from February 2016 to March 2019. From August 2021 to present, Mr. Hoerter has served on the board of directors of ORIC Pharmaceuticals, Inc., a publicly-traded biopharmaceutical company. From September 2018 to July 2021, Mr. Hoerter served on the board of directors of Constellation Pharmaceuticals, Inc., a publicly traded biotechnology company, until its acquisition by MorphoSys AG, a biopharmaceutical company, and from December 2016 to February 2018, Mr. Hoerter served on the board of directors of Ignyta, Inc. (“Ignyta”), a publicly traded biopharmaceutical company, until its acquisition by Roche, a pharmaceutical company. From August 2011 to March 2015, Mr. Hoerter served as Senior Vice President, Commercial and from March 2015 to February 2016, as Executive Vice President and Chief Commercial Officer at Clovis Oncology, Inc. (“Clovis”), a biopharmaceutical company. Before joining Clovis in August 2011, he was General Manager and Management Center Head at Roche, for the Sub-Saharan Africa and Indian Ocean Region. From 2005 to 2010, Mr. Hoerter held a variety of positions at Genentech, Inc., a biotechnology company. Prior to that, Mr. Hoerter held commercial roles at Chiron Corporation, a biopharmaceutical company, and Eli Lilly and Company, a pharmaceutical company, in the United States, Europe and Africa. Mr. Hoerter received his B.A. from Bucknell University, M.B.A. from Tilburg University and M.S. in management from Purdue University. We believe that Mr. Hoerter’s pharmaceutical, biotechnology, and managerial experience qualifies him to serve on our Board of Directors.

Susan L. Kelley, M.D. Dr. Kelley has served as a member of the Board of Directors of Deciphera Pharmaceuticals since July 2019. Dr. Kelley brings to Deciphera over 25 years of experience across all stages of oncology drug research and development. Most recently she served as Chief Medical Officer of the Multiple Myeloma Research Consortium (“MMRC”) where she led the strategic design and management of clinical trials conducted by leading myeloma clinical research centers in North America. Prior to the MMRC, she held positions of increasing responsibility at Bayer Healthcare Pharmaceuticals and Bayer-Schering Pharma (collectively, “Bayer”), including Vice President, Global Clinical Development and Therapeutic Area Head – Oncology, where she led the team responsible for the development and worldwide regulatory approval of Nexavar® (sorafenib). Prior to joining Bayer, Dr. Kelley worked at Bristol-Myers Squibb in Oncology and Immunology drug development, ultimately serving as Executive Director, Oncology Clinical Research, at the Bristol-Myers Squibb Pharmaceutical Research Institute. Since 2011, she has served as a member of the board of directors at multiple other publicly traded companies including, VBL Therapeutics from 2018 to 2020, ArQule, Inc. from 2011 until its acquisition in 2020, Immune Design, Inc. from 2016 until its acquisition in 2018 and Alchemia, Ltd. in Australia from 2013 to 2015. Dr. Kelley currently serves on the board of directors of Daré Bioscience, Inc. since 2014, IDEAYA Biosciences, Inc. since 2021, and A2 Biotherapeutics, Inc. since 2021. Dr. Kelley received her M.D. from Duke University School of Medicine. She was a Fellow in Medical Oncology and Clinical Fellow in Medicine at Dana-Farber Cancer Institute, Harvard Medical School, and a Fellow in Medical Oncology and Pharmacology at Yale University School of Medicine. We believe that Dr. Kelley’s scientific and medical background and experience in clinical oncology qualify her to serve on our Board of Directors.

John R. Martin. Mr. Martin has served as a member of the Board of Directors of Deciphera Pharmaceuticals since February 2015. Since February 2022, Mr. Martin has served as the Chief Financial Officer for City Wide Franchise Company, Inc., a management company in the building maintenance industry and one of the largest business-to-business franchises in the U.S. From June 2020 to February 2022, Mr. Martin served as the Chief Executive Officer and managing member of CEOview LLC, a management consulting company he founded. Previously, Mr. Martin served as the President and Chief Executive Officer of Clinical Reference Laboratory, Inc. (“CRL”) from January 2015 to August 2019, having previously served as Executive Vice President and Chief Administrative Officer of CRL from February 2014 to December 2014. Mr. Martin also served as President and Chief Executive Officer of CHC, Inc. (“CHC”), the parent company of CRL, from June 2016 to August 2019. He also served as the Chairman of the Board of FormFox, Inc., another subsidiary of CHC, from August 2016 to August 2019. Prior to joining CRL, Mr. Martin held senior executive roles from 2005 to 2011 with Viracor-IBT Laboratories, a clinical diagnostic laboratory specializing in infectious disease and immunology, first as its Chief Financial Officer and then as its President and Chief Executive Officer. Prior to Viracor, Mr. Martin spent 11 years with George K. Baum & Company, where he served as Managing Director leading the firm’s middle market investment banking and strategic advisory practice. Mr. Martin’s career also includes 11 years in management roles with Sprint Corporation and General Electric. Mr. Martin holds a B.S. in Finance from Kansas State University. We believe that Mr. Martin’s executive experience in clinical diagnostics, finance, and general business administration qualifies him to serve on our Board of Directors.

Class III Directors Continuing in Office Until the 2026 Annual Meeting of Stockholders

Patricia L. Allen. Ms. Allen has served as a member of the Board of Directors of Deciphera Pharmaceuticals since September 2016. From March 2021, Ms. Allen served as the Chief Financial Officer of Vividion Therapeutics, Inc., wholly-owned and independently operated subsidiary of Bayer until her retirement in January 2024. From January 2013 to May 2020, Ms. Allen served as Chief Financial Officer of Zafgen, Inc., now Larimar Therapeutics Inc. Ms. Allen has over 20 years of financial leadership experience in the biotechnology industry at both publicly traded and private companies. From 2011 to 2012, she provided independent consulting services to biotechnology companies in a variety of areas, including interim chief financial officer services, fundraising, deal structures, financial planning, organizational structure, investor relations, and business development. Previously, from 2004 to 2011, Ms. Allen served as the Vice President of Finance, Treasurer, and Principal Financial Officer of Alnylam Pharmaceuticals, Inc., a publicly traded biotechnology company. Prior to Alnylam, Ms. Allen was at Alkermes, Inc., a publicly traded biotechnology company, most recently as the Director of Finance. She served on the board of directors of Yumanity Therapeutics, Inc., a publicly traded biotechnology company, from August 2019 until the completion of its merger in December 2022. Ms. Allen began her career as an auditor at Deloitte & Touche, LLP. Ms. Allen graduated summa cum laude from Bryant College with a B.S. in business administration. We believe that Ms. Allen is qualified to serve on our Board of Directors based on her experience in the biopharmaceutical industry, as well as her expertise in finance and accounting.

Edward J. Benz, Jr., M.D. Dr. Benz has served as a member of the Board of Directors of Deciphera Pharmaceuticals since October 2016. Dr. Benz is currently the President and CEO Emeritus of the Dana-Farber Cancer Institute, Richard and Susan Smith Distinguished Professor of Medicine, professor of Pediatrics, professor of Genetics, and faculty dean for Oncology Emeritus at Harvard Medical School. From November 2000 until October 2016, Dr. Benz served as President and Chief Executive Officer of the Dana-Farber Cancer Institute, Chief Executive Officer of Dana-Farber/Partners CancerCare, Director of Dana-

Farber/Harvard Cancer Center and a Trustee of Dana-Farber/Children’s Hospital Cancer Care. Prior to joining Dana-Farber, Dr. Benz was Chairperson of the Department of Medicine and Physician in Chief at the Johns Hopkins University School of Medicine and the Sir William Osler Professor of Medicine. Dr. Benz is also a past president of the American Society of Hematology, the American Society of Clinical Investigation, the American Clinical and Climatological Association, the Friends of the National Institute of Nursing and the Association of American Cancer Institutes. From March 2002 to June 2016, Dr. Benz served as associate editor of the New England Journal of Medicine. He also previously served on the board of directors of Xenetic Biosciences, Inc. from November 2016 until October 2017, Renovacor, Inc. from January 2020 until the completion of its merger in December 2022, F-Star Biotechnology, Ltd. from December 2020 until the completion of its merger in March 2023, and Knowledge to Practice, a privately held medical education company. Dr. Benz currently serves on the boards of directors Advantagene (now Candel Therapeutics), a publicly traded company, and CoRegen, a privately held company, as well as non-profit organizations, including the Rockefeller University, MDI Biological Laboratory, and Mount Desert Island Hospital. He is the Executive Director of the Cure Sickle Cell Initiative, an NIH funded initiative to accelerate gene therapy and gene editing for sickle cell diseases. Dr. Benz is the author of over 300 scientific papers, books, chapters, reviews, and abstracts. Dr. Benz holds an M.D. degree magna cum laude from Harvard Medical School, a M.A. Privatim degree from Yale University, and an A.B. degree cum laude from Princeton University. We believe that Dr. Benz’s scientific and medical background and experience in clinical oncology qualify him to serve on our Board of Directors.

Dennis L. Walsh. Mr. Walsh has served as a member of the Board of Directors of Deciphera Pharmaceuticals since February 2015. He has over 30 years of experience in the financial services industry. Mr. Walsh is currently Senior Vice President and Chief Financial Officer of Americo Life, Inc. (“Americo”), a privately owned life insurance company, a role he has held since October 2018. Prior to Americo, Mr. Walsh was a partner with Walsh Washburn, LLC, a tax and finance consulting firm, which he co-founded in 2003. Mr. Walsh began the first ten years of his career with Deloitte. Mr. Walsh currently serves on the boards of directors of several Americo affiliates. Mr. Walsh holds a Masters in Accounting from the University of Missouri, Kansas City as well as a B.S.B.A. in Accounting from Rockhurst University, and is a Certified Public Accountant. We believe that Mr. Walsh’s experience in finance, tax, and business administration qualifies him to serve on our Board of Directors.

Board Diversity Matrix

In accordance with Nasdaq’s Board Diversity Rule 5606, the following Board Diversity Matrix presents our Board diversity statistics. Each of the categories listed in the below table has the meaning as it is used in Nasdaq Rule 5605(f).

Board Diversity Matrix (As of April [__], 2024)				
Total Numbers of Directors	9			
	Female	Male	Non-Binary	Did not Disclose Gender
Part I: Gender Identity				
Directors	2	7	0	0
Part II: Demographic Background				

African American or Black	0	0	0	0
Alaskan Native or Native American	0	0	0	0
Asian	0	0	0	0
Hispanic or Latinx	0	0	0	0
Native Hawaiian or Pacific Islander	0	0	0	0
White	2	7	0	0
Two or More Races or Ethnicities	0	0	0	0
LGBTQ+	0	0	0	0
Did Not Disclose Demographic Background	0			

To see our Board Diversity Matrix as of April 26, 2023, please refer to our definitive proxy statement filed with the SEC on April 26, 2023.

Prior to our 2023 Annual Meeting of Stockholders, Dr. Bristol, the then-independent chair of the Board of Directors (who is also chair of our Compensation Committee), Dr. Benz, the chair of our Nominating and Corporate Governance Committee, and a representative of our legal department met with a governance representative of a large institutional investor to discuss our board diversity efforts and review the institution's voting guidelines. Drs. Bristol and Benz described how the Board approaches recruiting director candidates and values diversity. They also reiterated the Board's commitment to satisfying the Nasdaq Board Diversity Rule. As a result of the constructive engagement, the institutional investor voted in favor of Dr. Benz, as chair of the Nominating and Corporate Governance Committee.

CORPORATE GOVERNANCE

Board of Directors' Role in Risk Management

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our financial condition, development and commercialization activities, operations, strategic direction, and intellectual property as more fully discussed under "Risk Factors" in our Annual Report on Form 10-K. Management is responsible for the day-to-day management of risks we face, while our Board of Directors, as a whole and through committees, has responsibility for the oversight of risk management. Our Board of Directors performs this oversight role by using several different levels of review. In connection with its reviews of the operations and corporate functions of our Company, our Board of Directors addresses the primary risks associated with those operations and corporate functions. In addition, our Board of Directors reviews the risks associated with our business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies.

The role of our Board of Directors in overseeing the management of our risks is conducted primarily through committees of the Board of Directors, as disclosed in the descriptions of each of the committees above and in the charters of each of the committees. The full Board of Directors (or the appropriate board committee in the case of risks that are under the purview of a particular committee) discusses with management our major risk exposures, their potential impact on us, and the steps we take to manage them. When a board committee is responsible for evaluating and overseeing the management of a particular risk or risks, the chairperson of the relevant committee reports on the discussion to the full Board of Directors during

the committee reports portion of the next board meeting. This enables our Board of Directors and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

Compensation Risk Assessment

We believe that the performance-based portion of the compensation provided to our executive officers and other employees does not encourage risk-taking that would be inconsistent with the interests of our stockholders. We believe that our compensation programs are designed to encourage our executive officers and other employees to be focused on both short-term and long-term strategic goals, consistent with our pay-for-performance compensation philosophy. As a result, we do not believe that our compensation programs are reasonably likely to have a material adverse effect on the Company.

Board of Directors and Committees of the Board

Our Board of Directors held seven meetings during 2023. The directors regularly hold executive sessions at meetings of the Board of Directors. During 2023, each of the directors then in office attended at least 75% of the aggregate of all meetings of the Board of Directors and all meetings of the committees of the Board of Directors on which such director then served. Members of our Board of Directors are invited and encouraged to attend each annual meeting of stockholders. All of the directors then in office attended the annual meeting of the stockholders in 2023.

Our Board of Directors has determined that all members of the Board of Directors, except Mr. Hoerter, are independent, as determined in accordance with the rules of the Nasdaq Stock Market. In making such independence determination, the Board of Directors considered the relationships that each non-employee director has with us and all other facts and circumstances that the Board of Directors deemed relevant in determining his or her independence, including the beneficial ownership of our capital stock by each non-employee director. In considering the independence of the directors, our Board of Directors considered the association of our directors with the holders of more than 5% of our common stock. There are no family relationships among any of our directors or executive officers.

During 2023, our Board of Directors had four standing committees: the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, and Science and Technology Committee.

Audit Committee

We have a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) under the Exchange Act. Patricia L. Allen, John R. Martin, and Ron Squarer, currently serve on our Audit Committee, with Ms. Allen serving as Chairperson of the committee. Our Board of Directors has determined that each member of the Audit Committee is independent for Audit Committee purposes as that term is defined in the rules of the SEC and the applicable Nasdaq Stock Market rules, and has sufficient knowledge in financial and auditing matters to serve on the Audit Committee. Our Board of Directors has designated Ms. Allen as an “Audit Committee financial expert,” as defined under the applicable rules of the SEC.

The Audit Committee’s responsibilities include:

- appointing, approving the compensation of, reviewing the performance of, and assessing the independence of our independent registered public accounting firm;
- pre-approving audit and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing the overall audit plan with the independent registered public accounting firm and members of management responsible for preparing our financial statements;
- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- recommending, based upon the Audit Committee’s review and discussions with management and the independent registered public accounting firm, whether our audited financial statements shall be included in our Annual Report on Form 10-K;
- approving all Quarterly Reports on Form 10-Q;
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- preparing the Audit Committee report required by SEC rules to be included in our annual proxy statement;
- reviewing all related party transactions for potential conflict of interest situations and approving all such transactions; and
- reviewing quarterly earnings releases.

The Audit Committee held five meetings during 2023. The Audit Committee operates under a written charter that satisfies the applicable standards of the SEC and the Nasdaq Stock Market. A copy of the Audit Committee charter is available under the “Investors & News—Corporate Governance—Documents and Charters” section of our website, www.deciphera.com.

Compensation Committee

James A. Bristol, Ph.D., Susan L. Kelley, M.D., and Dennis L. Walsh currently serve on our Compensation Committee, with Dr. Bristol serving as Chairperson of the committee. Our Board of Directors has determined that each member of the Compensation Committee is “independent” as defined in the applicable Nasdaq Stock Market rules. The Compensation Committee’s responsibilities include:

- annually reviewing and approving for recommendation to the Board the corporate goals and objectives relevant to the compensation of our Chief Executive Officer;

- evaluating the performance of our Chief Executive Officer in light of such corporate goals and objectives and reviewing and recommending to the Board the compensation of our Chief Executive Officer;
- reviewing and approving the compensation of members of the senior management at the vice president or above level who are designated by our Chief Executive Officer to be members of the executive leadership team (other than executive officers) and reviewing and recommending to the Board the compensation of our executive officers;
- reviewing and periodically reassessing our processes and procedures for the consideration and determination of director and executive compensation;
- overseeing and administering our compensation and similar plans;
- reviewing and approving our policies and procedures for the grant of equity-based awards;
- reviewing and making recommendations to the Board of Directors with respect to director compensation;
- preparing the Compensation Committee report to be included in our annual proxy statement or Annual Report on Form 10-K;
- reviewing and discussing with management the compensation discussion and analysis to be included in our annual proxy statement or Annual Report on Form 10-K, as required; and
- reviewing and discussing with the Board of Directors corporate succession plans for the Chief Executive Officer and other key officers.

The Compensation Committee held four meetings during 2023. The Compensation Committee operates under a written charter adopted by the Board of Directors, which is available under the “Investors & News—Corporate Governance—Documents and Charters” section of our website, www.deciphera.com.

Nominating and Corporate Governance Committee

Edward J. Benz, Jr., M.D., James A. Bristol, Ph.D., and Frank S. Friedman currently serve on the Nominating and Corporate Governance Committee, with Dr. Benz serving as Chairperson of the committee. Our Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is “independent” as defined under the applicable listing standards of The Nasdaq Stock Market. The Nominating and Corporate Governance Committee’s responsibilities include:

- developing and recommending to the Board of Directors criteria for Board and committee membership;
- establishing procedures for identifying and evaluating Board of Director candidates, including nominees recommended by stockholders;
- identifying individuals qualified to become members of the Board of Directors;
- recommending to the Board of Directors the persons to be nominated for election as directors and to each of the Board’s committees as members or the chairperson of such committee;
- developing and recommending to the Board of Directors a set of corporate governance guidelines and Code of Business Conduct and Ethics; and

- overseeing the annual evaluation of the Board of Directors and its committees.

The Nominating and Corporate Governance Committee held four meetings during 2023. The Nominating and Corporate Governance Committee operates pursuant to a written charter adopted by the Board of Directors, which is available under the “Investors & News—Corporate Governance—Documents and Charters” section of our website, www.deciphera.com.

The Nominating and Corporate Governance Committee considers candidates for director membership suggested by its members and the Chief Executive Officer. Additionally, in selecting nominees for directors, the Nominating and Corporate Governance Committee will review candidates recommended by stockholders in the same manner and using the same general criteria as candidates recruited by the committee and/or recommended by the Board of Directors. Any stockholder who wishes to recommend a candidate for consideration by the committee as a nominee for director should follow the procedures described later in this Proxy Statement under the heading “Stockholder Recommendations.” The Nominating and Corporate Governance Committee will also consider whether to nominate any person proposed by a stockholder in accordance with the provisions of our By-laws relating to stockholder nominations as described later in this Proxy Statement under the heading “Stockholder Recommendations.”

Science and Technology Committee

Edward J. Benz, Jr., M.D., Susan L. Kelley, M.D., and James A. Bristol, Ph.D. currently serve on the Science and Technology Committee, with Dr. Kelley serving as Chairperson of the committee. The Science and Technology Committee’s responsibilities include:

- reviewing, evaluating, and advising the Board of Directors and management regarding our research and development strategy and plans;
- reviewing, evaluating, and advising the Board of Directors and management regarding the quality, direction, and competitiveness of our research and development programs; and
- assisting the Board of Directors and the Compensation Committee in assessing the capabilities of and evaluating the performance of our key scientific and technical personnel, and the depth and breadth of our scientific resources.

The Science and Technology Committee held four meetings during 2023. The Science and Technology Committee operates pursuant to a written charter adopted by the Board of Directors, which is available under the “Investors & News—Corporate Governance—Documents and Charters” section of our website, www.deciphera.com.

Our Board of Directors may establish other committees from time to time.

Board Leadership

The positions of our Chairperson of the Board of Directors (“Chairperson of the Board”) and Chief Executive Officer are presently separated. Separating these positions allows our Chief Executive Officer to focus on our day-to-day business, while allowing the Chairperson of the Board to lead the Board of Directors in its fundamental role of providing advice to and independent oversight of management. Our Board of Directors recognizes the time, effort, and energy that the Chief Executive Officer must devote to his position in the current business environment, as well as the commitment required to serve as the Chairperson of the

Board, particularly as the Board of Directors' oversight responsibilities continue to grow. Our Board of Directors also believes that this structure ensures a greater role for the non-management directors in the oversight of our Company and active participation of the independent directors in setting agendas and establishing priorities and procedures for the work of our Board of Directors. Our Board of Directors believes its administration of its risk oversight function has not affected its leadership structure. Although our By-laws do not require our Chairperson of the Board and Chief Executive Officer positions to be separate, our Board of Directors believes that having separate positions is the appropriate leadership structure for us at this time.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers, and directors, including those officers responsible for financial reporting. The current version of the Code of Business Conduct and Ethics is available under the "Investors & News—Corporate Governance—Documents and Charters" section of our website, www.deciphera.com. A copy of the Code of Business Conduct and Ethics may also be obtained, free of charge, upon a request directed to: Deciphera Pharmaceuticals, Inc., 200 Smith Street, Waltham, Massachusetts 02451, Attention: Secretary. We intend to disclose any amendment or waiver of a provision of the Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, or principal accounting officer, or persons performing similar functions, by posting such information on our website (available at www.deciphera.com) and/or in our public filings with the SEC.

Rule 10b5-1 Trading Plan Policy

We have adopted a Rule 10b5-1 trading plan policy, which governs transactions in our securities by our officers, directors, and certain other persons, and is designed to promote compliance with insider trading laws, rules and regulations, and applicable listing standards. Generally, our Rule 10b5-1 trading plan policy requires the individual to relinquish control over the transactions once the trading plan is put into place. Accordingly, sales under these plans may occur at any time, including possibly before, simultaneously with, or immediately after significant events involving our company.

Corporate Governance Guidelines

The Board of Directors has adopted corporate governance guidelines to assist and guide its members in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market and our Certificate of Incorporation and By-laws. Our corporate governance guidelines are available under the "Investors & News—Corporate Governance—Documents and Charters" section of our website, www.deciphera.com. Although these corporate governance guidelines have been approved by the Board of Directors, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory, or exchange requirements as they currently exist will be deemed to be modified as and to the extent that such legal, regulatory, or exchange requirements are modified. In addition, the guidelines may also be amended by the Board of Directors at any time as it deems appropriate.

Identifying and Evaluating Director Nominees

The Board of Directors is responsible for selecting its own members. The Board of Directors delegates the selection and nomination process to the Nominating and Corporate Governance Committee, with the

expectation that other members of the Board of Directors, and of management, will be requested to take part in the process as appropriate, and the Nominating and Corporate Governance Committee will recommend nominees for consideration to the Board of Directors.

Generally, the Nominating and Corporate Governance Committee identifies candidates for director nominees in consultation with management, through the use of search firms or other advisors, through the recommendations submitted by our stockholders, or through such other methods as the Nominating and Corporate Governance Committee deems to be helpful to identify candidates. Once candidates have been identified, the Nominating and Corporate Governance Committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks, or any other means that the Nominating and Corporate Governance Committee deems to be appropriate in the evaluation process. The Nominating and Corporate Governance Committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board of Directors. Based on the results of the evaluation process, the Nominating and Corporate Governance Committee recommends candidates for the Board of Directors' approval as director nominees for election to the Board of Directors.

Minimum Qualifications

The priority of our Nominating and Corporate Governance Committee and our Board of Directors in selecting board members is identification of persons who will further the interests of our stockholders through high standards of personal and professional ethics and integrity; proven achievement and competence in the nominee's field; the ability to exercise sound business judgment; skills that are complementary to those of members of the existing Board; the ability to assist and support management and make significant contributions to our success; and an understanding of the fiduciary responsibilities required of a director and a commitment to devote the time and energy necessary to perform those responsibilities.

In evaluating proposed director candidates, the Nominating and Corporate Governance Committee may consider, in addition to the minimum qualifications and other criteria for director membership approved by the Board of Directors from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the current size and composition of the Board, its needs and its respective committees, such factors as character, integrity, judgment, diversity, independence, skills, education, expertise, business acumen, business experience, ability to contribute to the strategic direction of the Company, length of service, understanding of our business and industry, conflicts of interest, and other commitments. While we have no formal policy regarding Board diversity, the overall diversity of our Board is an important consideration in the director nomination and selection process. Our Nominating and Corporate Governance Committee assesses diversity in connection with the annual nomination process as well as in new director searches and remains committed to satisfying the Nasdaq Board Diversity Rule by December 31, 2025. By the 2025 annual meeting, we will be required to disclose whether or not we have two directors that are diverse under the Nasdaq Board Diversity Rule, and if not, provide an explanation for why. We do not foresee any issue in complying with Nasdaq Board Diversity Rule at this time.

Stockholder Recommendations

Stockholders may submit recommendations for director candidates to the Nominating and Corporate Governance Committee by sending the individual's name and qualifications to our Secretary at Deciphera Pharmaceuticals, Inc., 200 Smith Street, Waltham, Massachusetts 02451, who will forward all recommendations to the Nominating and Corporate Governance Committee. Upon written request, our Secretary will provide a copy of our By-laws to a stockholder. All stockholder recommendations for director candidates must be submitted not less than 120 calendar days prior to the date on which our proxy statement is released to stockholders in connection with the previous year's annual meeting, or December 23, 2024 for our 2025 Annual Meeting of Stockholders. The Nominating and Corporate Governance Committee will evaluate any candidates recommended by stockholders against the same criteria and pursuant to the same policies and procedures applicable to the evaluation of candidates proposed by directors or management.

Stockholder Communications

The Board of Directors provides every stockholder the ability to communicate with the Board as a whole, and with individual directors through an established process for stockholder communication. For a stockholder communication directed to the Board as a whole, stockholders may send such communication to the attention of the Chairperson of the Board via U.S. Mail or Expedited Delivery Service to: Deciphera Pharmaceuticals, Inc., 200 Smith Street, Waltham, Massachusetts 02451, Attn: Chairperson of the Board.

For a stockholder communication directed to an individual director in his or her capacity as a member of the Board, stockholders may send such communication to the attention of the individual director via U.S. Mail or Expedited Delivery Service to: Deciphera Pharmaceuticals, Inc., 200 Smith Street, Waltham, Massachusetts 02451, Attn: [Name of Individual Director].

We will forward by U.S. Mail any such stockholder communication to each director and the Chairperson of the Board in his or her capacity as a representative of the Board of Directors to whom such stockholder communication is addressed to the address specified by each such director and the Chairperson of the Board, unless there are safety or security concerns that mitigate against further transmission.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

James A. Bristol, Ph.D., Susan L. Kelley, M.D., and Dennis L. Walsh served on our Compensation Committee in 2023. None of the members of our Compensation Committee is, or has at any time during the past fiscal year been, one of our officers or employees or had any relationship requiring disclosure under Item 404 of Regulation S-K. None of the members of the Compensation Committee has formerly been an officer of the Company. 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 serving on our Board of Directors or Compensation Committee.

NON-EMPLOYEE DIRECTOR COMPENSATION

Our Compensation Committee reviews compensation for our non-employee directors on an annual basis, taking into consideration market data for our peer group, recommendations from its compensation advisor based on market data analysis and other governance considerations. The following table sets forth a summary of the compensation we paid to our non-employee directors during 2023. The compensation paid to our President and Chief Executive Officer, Steven L. Hoerter, is presented in the “Summary Compensation Table—2023, 2022, and 2021 Fiscal Years.”

Director Compensation Table – 2023

Name	Fees Earned or Paid in Cash in 2023 (\$)	Option Awards (\$) (1)	Total (\$)
Patricia L. Allen (2)	69,960 (10)	328,593	398,553
Edward J. Benz, Jr. M.D. (3)	67,500	328,593	396,093
James A. Bristol, Ph.D. (4)	86,174	328,593	414,767
Frank S. Friedman (5)	53,710 (10)	328,593	382,303
Susan L. Kelley, M.D. (6)	67,460 (10)	328,593	396,053
John R. Martin (7)	60,000	328,593	388,593
Ron Squarer (8)	74,702 (10)	328,593	403,295
Dennis L. Walsh (9)	57,460 (10)	328,593	386,053

- (1) Amounts represent the aggregate grant-date fair value of option awards granted to our directors in 2023 computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are consistent with the valuation methodologies specified in Note 10 to our consolidated financial statements and discussions in “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 as filed with the SEC. The amounts above reflect our aggregate accounting expense for these awards and do not necessarily correspond to the actual value that will be recognized by the directors. Effective upon the date of the Annual Meeting, each director was awarded a stock option to purchase 30,000 shares of our common stock, which shall vest in full on June 21, 2024, subject to continued service through that date (the “Annual Grant”), the full grant date fair value of which is reported in this column.
- (2) As of December 31, 2023, Ms. Allen held options to purchase 114,753 shares.
- (3) As of December 31, 2023, Dr. Benz held options to purchase 138,914 shares.
- (4) As of December 31, 2023, Dr. Bristol held options to purchase 196,437 shares. Dr. Bristol ceased his role as Chairperson of the Board of Directors effective June 21, 2023.
- (5) As of December 31, 2023, Mr. Friedman held options to purchase 111,025 shares.
- (6) As of December 31, 2023, Dr. Kelley held options to purchase 110,062 shares.
- (7) As of December 31, 2023, Mr. Martin held options to purchase 148,500 shares.
- (8) As of December 31, 2023, Mr. Squarer held options to purchase 109,525 shares. Mr. Squarer commenced his role as Chairperson of the Board of Directors effective June 21, 2023.
- (9) As of December 31, 2023, Mr. Walsh held options to purchase 163,625 shares.
- (10) These amounts include \$49,960, which was the aggregate grant-date fair value of option awards granted in lieu of the annual Board of Directors cash retainer for those directors electing to do so in accordance with the Director Compensation Policy (as described below). Please read note (1) above for further details about option awards granted to our directors.

In September 2017, our Board of Directors adopted a non-employee director compensation policy, which was amended and restated in September 2019, March 2020, and December 2022 (the “Director Compensation Policy”), that is designed to provide a total compensation package that enables us to attract and retain, on a long-term basis, high caliber non-employee directors. Under the policy, all non-employee directors will be paid cash compensation as set forth below:

	<u>Annual Retainer</u>
Board of Directors:	
All non-employee members	\$ 50,000
Additional retainer for Chairperson	\$ 30,000
Audit Committee:	
Chairperson	\$ 20,000
Non-Chairperson members	\$ 10,000
Compensation Committee:	
Chairperson	\$ 15,000
Non-Chairperson members	\$ 7,500
Nominating and Corporate Governance Committee:	
Chairperson	\$ 10,000
Non-Chairperson members	\$ 5,000
Science and Technology Committee:	
Chairperson	\$ 15,000
Non-Chairperson members	\$ 7,500

In March 2020, the Director Compensation Policy was amended and restated to add a provision to permit directors to elect to receive a stock option in lieu of their annual Board of Directors cash retainer with a Black-Scholes value equal to the annual cash retainer of \$50,000 on the date of grant. Each such stock option shall be granted effective the first trading day on or after January 15 of the applicable year and shall vest in four equal quarterly installments as of the last date of each calendar quarter subject to the non-employee director’s continued board service through such date.

In addition to the cash retainers set forth above, each non-employee director will be granted an initial equity retainer and an annual equity retainer in such amounts and on such terms as authorized by our Board of Directors. All of the foregoing options will be granted with a per share exercise price equal to the fair market value of a share of our common stock on the date of grant. In 2023, the Board of Directors determined to grant an annual stock option award to each director serving as of the date of our 2023 annual stockholder meeting as described in the Director Compensation table above.

We have also agreed to reimburse all reasonable out-of-pocket expenses incurred by non-employee directors in attending Board of Directors and committee meetings.

PROPOSAL 2

NON-BINDING, ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) added Section 14A to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which requires that we provide our stockholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement, commonly known as a “Say-on-Pay” vote. Stockholders may also abstain from voting. This Say-on-Pay vote is not intended to address any specific element of the compensation of our named executive officers, but rather the overall executive compensation of our named executive officers and our overall executive compensation program, philosophy, and practices as described in this Proxy Statement.

This Say-on-Pay vote is advisory; therefore, it is not binding on the Company, our Board of Directors or our Compensation Committee. However, we plan to consider the results of this year’s vote in reviewing and determining the compensation of our named executive officers in the future because we value the opinions of our stockholders.

As described in this Proxy Statement, we believe the compensation of our named executive officers and our executive compensation program, philosophy, and practices are appropriate, and enable us to attract, motivate, and retain top-performing executive officers, including our named executive officers, while aligning the long-term interests of our executive officers with the long-term interests of our stockholders. Accordingly, we ask our stockholders to approve, on a non-binding, advisory basis, the following resolution at the Annual Meeting:

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

Required Vote

The approval of this advisory, non-binding proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions and broker non-votes will have no effect on this proposal.

Recommendation of the Board of Directors

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE, ON A NON-BINDING, ADVISORY BASIS, “FOR” THE
APPROVAL OF THE COMPENSATION OF OUR
NAMED EXECUTIVE OFFICERS.**

PROPOSAL 3

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

On the recommendation of the Audit Committee, the Board of Directors has appointed PwC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The

Board of Directors recommends that stockholders vote for ratification of this appointment. If this proposal is not approved at the Annual Meeting, the Board of Directors will reconsider its appointment. Even if the appointment is ratified, the Audit Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in our stockholders' best interests.

PwC has served as our independent registered public accounting firm since 2009. We expect representatives of PwC to be present at the Annual Meeting and available to respond to appropriate questions. Representatives of PwC will have the opportunity to make a statement if they desire to do so.

PwC Fees

PwC has audited our financial statements for the fiscal years ended December 31, 2023 and 2022. The following table sets forth fees billed for professional audit services and other services rendered to us by PwC and its affiliates for the fiscal years ended December 31, 2023 and 2022.

	<u>2023</u>	<u>2022</u>
Audit Fees	\$1,915,537	\$1,780,500
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	3,081	3,081
Total	<u>\$1,918,618</u>	<u>\$1,783,581</u>

Audit Fees

Audit fees consist of fees billed for professional services performed by PwC for the audit of our annual consolidated financial statements, the review of interim consolidated financial statements, statutory audits, and services that are normally provided in connection with registration statements, including the registration statement for our underwritten public offerings.

All Other Fees

Other fees consist of an annual license fee for use of accounting research and disclosure software.

Pre-Approval of Audit and Non-Audit Services

It is the policy of our Audit Committee that all services to be provided by our independent registered public accounting firm, including audit services and permitted audit-related and non-audit services, must be approved in advance by our Audit Committee, except that pre-approval is not required for the provision of non-audit services if the "de minimus" provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied. The Audit Committee may delegate authority to pre-approve non-audit services to one or more members of the Audit Committee, who shall present all decisions made to pre-approve an activity to the full Audit Committee at its first meeting following such decision. All services provided by PwC during fiscal years 2023 and 2022 were pre-approved by the Audit Committee in accordance with the pre-approval policy described above.

Required Vote

The approval of Proposal 3 requires that a majority of the votes properly cast vote for this proposal. Abstentions will have no effect on the outcome of this proposal.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF PWC AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024.

AUDIT COMMITTEE REPORT

The information contained in this report shall not be deemed to be (1) “soliciting material,” (2) “filed” with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent that we specifically incorporate it by reference into such filing.

The Audit Committee operates under a written charter approved by the Board of Directors, which provides that its responsibilities include the oversight of the quality of our financial reports and other financial information and its compliance with legal and regulatory requirements; the appointment, compensation, and oversight of our independent registered public accounting firm, PwC, including reviewing their independence; reviewing and approving the planned scope of our annual audit; reviewing and pre-approving any non-audit services that may be performed by PwC; the oversight of our internal audit function; reviewing with management and our independent registered public accounting firm the adequacy of internal financial controls; and reviewing our critical accounting policies and estimates and the application of accounting principles generally accepted in the United States of America.

The Audit Committee oversees our financial reporting process on behalf of the Board of Directors. Management is responsible for our internal controls, financial reporting process, and compliance with laws and regulations and ethical business standards. PwC is responsible for performing an independent audit of our consolidated financial statements and our internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”). The Audit Committee’s main responsibility is to monitor and oversee this process.

The Audit Committee reviewed and discussed our audited financial statements for the fiscal year ended December 31, 2023, with management. The Audit Committee has discussed with PwC the matters required to be discussed by the applicable requirements of the PCAOB and the SEC. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent registered public accounting firm’s communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the independent registered public accounting firm’s independence.

The Audit Committee considered any fees paid to PwC for the provision of non-audit related services and does not believe that these fees compromise PwC’s independence in performing the audit.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that such audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2023, for filing with the SEC.

THE AUDIT COMMITTEE

Patricia L. Allen

John R. Martin

Ron Squarer

PROPOSAL 4

APPROVAL OF AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES

Our Certificate of Incorporation currently authorizes the issuance of 125,000,000 shares of common stock, par value \$0.01 per share (the “Common Stock”). The Board of Directors has declared advisable, adopted, and is submitting for stockholder approval an amendment to the Certificate of Incorporation to increase the number of authorized shares of Common Stock from 125,000,000 to 250,000,000.

Form of the Amendment

If stockholders approve the Authorized Share Increase Proposal, the Certificate of Incorporation will be amended to increase the number of shares of Common Stock the Company is authorized to issue from 125,000,000 to 250,000,000. The par value of the Common Stock will remain at \$0.01 per share. The amendment would amend the first sentence of Article IV of the Certificate of Incorporation to read in its entirety as follows:

The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred and fifty-five million (255,000,000), of which (i) two hundred and fifty million (250,000,000) shares shall be a class designated as common stock, par value \$0.01 per share (the “Common Stock”), and (ii) five million (5,000,000) shares shall be a class designated as undesignated preferred stock, par value \$0.01 per share (the “Undesignated Preferred Stock”).

The remaining text of Article IV of the Certificate of Incorporation will remain unchanged. This summary does not purport to be complete and is qualified in its entirety by the provisions of the proposed amended and restated Certificate of Incorporation, a copy of which is attached hereto as Appendix A. For a complete description of our capital stock, you should refer to the Certificate of Incorporation and to the applicable provisions of Delaware law.

Purpose for the Increase in Authorized Shares

Our Board of Directors has approved, and we are seeking stockholder approval of, an increase of 125,000,000 shares of Common Stock. Our Board believes it is in the best interest of our Company to increase the number of authorized shares of Common Stock to give our Company greater flexibility in considering and planning for future potential business needs, including public offerings or private placements of our Common Stock for capital raising purposes and issuances of our Common Stock in connection with collaborations,

acquisitions, or in-licenses of assets, or other strategic transactions. We do not currently have any definitive agreements or arrangements to issue any of the proposed additional authorized shares of Common Stock that will become available for issuance if the Authorized Share Increase Proposal is approved. Having the additional authorized shares available will provide additional flexibility to use our Common Stock for business and financial purposes in the future as well as to have sufficient shares available to provide appropriate equity incentives to assist in the recruitment and retention of employees.

As of March 31, 2024, there were 82,158,670 shares of our Common Stock issued and outstanding. In addition, as of March 31, 2024, we had (i) 13,744,644 shares of Common Stock subject to outstanding stock options, restricted stock units (“RSUs”) and performance stock units (“PSUs”), (ii) 5,514,269 shares of Common Stock issuable upon the exercise of outstanding warrants, and (iii) 5,539,128 shares available and reserved for additional equity awards under our stock incentive plans. Accordingly, as of March 31, 2024, we had only 18,043,289 shares of our Common Stock available for issuance out of the 125,000,000 shares of Common Stock currently authorized.

Rights of Additional Authorized Shares

Any authorized shares of Common Stock, if and when issued, would be part of our existing class of Common Stock and would have the same rights and privileges as the shares of Common Stock currently outstanding. Our stockholders do not have pre-emptive rights with respect to the Common Stock, nor do they have cumulative voting rights. Accordingly, should the Board issue additional shares of Common Stock, existing stockholders would not have any preferential rights to purchase any of such shares, and their percentage ownership of our then outstanding Common Stock could be reduced.

Potential Adverse Effects of the Amendment

Future issuances of Common Stock or securities convertible into Common Stock could have a dilutive effect on our earnings per share, book value per share, and the voting power and interest of current stockholders. In addition, the availability of additional shares of Common Stock for issuance could, under certain circumstances, discourage, or make more difficult any efforts to obtain control of us. However, nothing would prevent the Board from taking any such actions that it deems to be consistent with its fiduciary duties.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES.

PROPOSAL 5

APPROVAL OF AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO PERMIT LIMITATION OF LIABILITY OF CERTAIN COMPANY OFFICERS AS AND TO THE EXTENT PROVIDED AND PERMITTED BY SECTION 102(B)(7) OF THE DGCL

Background

In August 2022, the State of Delaware, which is our state of incorporation, enacted legislation that enables Delaware companies to limit the liability of certain officers in limited circumstances under Section 102(b)(7) of the DGCL. Specifically, the amended DGCL Section 102(b)(7) now permits exculpation for direct claims brought by stockholders for breach of an officer's fiduciary duty of care, including class actions. It does not eliminate officers' monetary liability for breach of fiduciary duty claims brought by the corporation itself or for derivative claims brought by stockholders in the name of the corporation. The limitation on liability also does not apply to breaches of the duty of loyalty, acts, or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction in which the officer derived an improper personal benefit.

Our Board of Directors believes it is important to provide protection from certain liabilities and expenses that may discourage prospective or current directors from accepting or continuing membership on our Board and prospective or current officers from serving. In the absence of such protection, qualified directors and officers might be deterred from serving as directors or officers due to exposure to personal liability and the risk that substantial expense will be incurred in defending lawsuits, regardless of merit. In particular, our Board took into account the narrow class and type of claims that such officers would be exculpated from liability pursuant to amended DGCL Section 102(b)(7), the limited number of our officers that would be affected, and the benefits our Board believes would accrue to the Company by providing exculpation in accordance with amended DGCL Section 102(b)(7), including, without limitation, the ability to attract and retain key officers and the potential to reduce litigation costs associated with frivolous lawsuits.

Our Board of Directors balanced these considerations with our corporate governance guidelines and practices and determined that it is advisable and in the best interests of our company and our stockholders to amend our Certificate of Incorporation to adopt amended DGCL Section 102(b)(7) and extend exculpation protection to our officers in addition to our directors.

Form of Amendment

The Certificate of Incorporation currently provides for the exculpation of directors, but does not include a provision that allows for the exculpation of officers. To ensure we are able to attract and retain key officers and in an effort to reduce litigation costs associated with frivolous lawsuits, we propose to create a new Article XI that states as follows:

LIMITATION OF OFFICER LIABILITY

To the fullest extent permitted by law, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve

intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this Article XI, "Officer" shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

Any amendment, repeal or modification of this Article XI by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification.

This summary does not purport to be complete and is qualified in its entirety by the provisions of the proposed amended and restated Certificate of Incorporation, a copy of which is attached hereto as Appendix A.

Reasons for Officer Exculpation

Our Board of Directors believes it is appropriate for public companies in states that allow exculpation of officers to have exculpation clauses in their certificates of incorporation. The nature of the role of directors and officers often requires them to make decisions on crucial matters. Frequently, directors and officers must make decisions in response to time-sensitive opportunities and challenges, which can create substantial risk of investigations, claims, actions, suits, or proceedings seeking to impose liability on the basis of hindsight, particularly in the current litigious environment and regardless of merit. Limiting concern about personal risk would empower both directors and officers to best exercise their business judgment in furtherance of stockholder interests. We expect our peers to adopt exculpation clauses that limit the personal liability of officers in their certificates of incorporation, and failing to adopt the Officer Exculpation Proposal to our Certificate of Incorporation could impact our recruitment and retention of talented officer candidates that conclude that the potential exposure to liabilities, costs of defense, and other risks of legal proceedings exceed the benefits of serving as an officer of our company.

For the reasons stated above, on March 21, 2024 our Board of Directors determined that the Officer Exculpation Proposal is advisable and in the best interests of the Company and our stockholders and authorized and approved the amendment and directed that it be considered at the Annual Meeting. Our Board of Directors believes the Officer Exculpation Proposal would better position us to attract top officer candidates, retain our current officers, and enable the officers to exercise their business judgment in furtherance of the interests of the stockholders without the potential for distraction posed by the risk of personal liability. Additionally, it would align the protections for our officers with those protections currently afforded to our directors.

The Officer Exculpation Proposal is not being proposed in response to any specific resignation, threat of resignation, or refusal to serve by any officer.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO PERMIT LIMITATION OF LIABILITY OF CERTAIN COMPANY OFFICERS AS AND TO THE EXTENT PROVIDED AND PERMITTED BY SECTION 102(B)(7) OF THE DGCL

PROPOSAL 6

APPROVAL OF AN ADJOURNMENT OF THE ANNUAL MEETING TO THE EXTENT THERE ARE INSUFFICIENT VOTES TO APPROVE OF PROPOSALS 4 AND 5

We request our stockholders to consider and vote on a proposal to approve any adjournment of the Annual Meeting from time to time, if necessary or appropriate, including to solicit additional votes in favor of Proposals 4 and 5 if there are not sufficient votes at the time of the Annual Meeting to adopt Proposals 4 and 5 or to establish a quorum, which proposal we refer to as the “Adjournment Proposal.”

The approval of this proposal requires the affirmative vote of the holders of a majority of the votes cast affirmatively or negatively at the Annual Meeting; provided, that in the absence of a quorum, the affirmative vote of the holders of a majority of the shares represented thereat is required for this proposal. Approval of this proposal is not a condition to the completion of Proposals 4 and 5. Abstentions and broker non-votes will have no effect with respect to this proposal (assuming the presence of a quorum), or, in the absence of a quorum, will have the same effect as a vote “AGAINST” this proposal.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ADJOURNMENT OF THE ANNUAL MEETING TO THE EXTENT THERE ARE INSUFFICIENT VOTES TO APPROVE OF PROPOSALS 4 AND 5.

EXECUTIVE OFFICERS

The following table identifies our current executive officers and sets forth their current position(s) at Deciphera and their ages as of March 31, 2024.

Name	Age	Position
Steven L. Hoerter	53	Director, President and Chief Executive Officer
Dashyant Dhanak, Ph.D.	61	Executive Vice President, Chief Scientific Officer
Thomas P. Kelly	53	Executive Vice President, Chief Financial Officer and Treasurer
Matthew L. Sherman, M.D.	68	Executive Vice President, Chief Medical Officer
Daniel C. Martin	49	Senior Vice President, Chief Commercial Officer
Jama Pitman	45	Senior Vice President, Chief Development Officer

You should refer to “*Continuing Director Biographical Information and Experience*” above for information about our President and Chief Executive Officer, Steven L. Hoerter. Biographical information for our executive officers, as of March 31, 2024, is set forth below.

Dashyant Dhanak Ph.D. Dr. Dhanak has served as Executive Vice President, Chief Scientific Officer of the Company since September 2023. Dr. Dhanak brings over 30 years of experience within the pharmaceutical and biotechnology industry. From 2018 to 2023, he served as Executive Vice President and Chief Scientific Officer for Incyte Corporation (“Incyte”) where he led Incyte’s research and development efforts across its portfolio of programs in oncology, hematology, and inflammation and autoimmunity, including dermatology. Prior to Incyte, Dr. Dhanak was Vice President and Head of Discovery Sciences at Janssen Research & Development from 2013 to 2018, and previously spent 25 years at GlaxoSmithKline in positions of increasing responsibility across multiple disease areas, including his final role as Vice President and Head of the Cancer Epigenetics Discovery Performance Unit. Dr. Dhanak received a B.Sc. in Chemistry from the University of Manchester Institute of Science and Technology and a Ph.D. from the University of London. He completed his postdoctoral research in Natural Product Synthesis at Northwestern University.

Thomas P. Kelly. Mr. Kelly has served as Executive Vice President, Chief Financial Officer, and Treasurer of the Company since January 2019 and as the Chief Financial Officer and Treasurer of the Company since February 2015. Prior to joining the Company, Mr. Kelly served as Chief Financial Officer of AdvanDx, Inc. (“AdvanDx”), a private molecular diagnostics company, from 2012 to 2014. Prior to joining AdvanDx, Mr. Kelly served as chief financial officer for various public and private life science companies, including deCODE genetics, Inc. from 2010 to 2011 and Critical Therapeutics, Inc. (“Critical Therapeutics”) from 2007 to 2008. Prior to joining Critical Therapeutics, Mr. Kelly was a life sciences investment banker at Robertson Stephens and Canaccord Adams and was an attorney in the corporate and securities group of Foley, Hoag and Elliot, LLP. Mr. Kelly holds a J.D. with honors degree from the University of Chicago Law School and a B.S. in Foreign Services degree cum laude from the Georgetown University School of Foreign Service.

Matthew L. Sherman, M.D. Dr. Sherman has served as Executive Vice President, Chief Medical Officer of the Company since October 2019, and provided consulting services to the Company from January 2019 to October 2019. Dr. Sherman brings over 25 years of experience as a physician-scientist in clinical drug development in oncology and hematology at leading biotechnology and pharmaceutical companies. From 2006 to 2018, Dr. Sherman served as Chief Medical Officer of Acceleron Pharma, Inc. (“Acceleron”), where he led medical research, clinical operations, biostatistics, data management, clinical pharmacology, medical writing, outsourcing, and pharmacovigilance. Before joining Acceleron, Dr. Sherman was Senior Vice President and Chief Medical Officer at Synta Pharmaceuticals (“Synta”) (now Madrigal Pharmaceuticals). Prior to Synta, Dr. Sherman spent over a decade at Wyeth-Ayerst Research/Genetics Institute, where he led the successful submission, positive Oncologic Drug Advisory Committee recommendation, and U.S. Food and Drug Administration (“FDA”) approval for the first antibody immune-drug conjugate for acute myeloid leukemia. He has published 260 original papers, book chapters, reviews, and abstracts, and is listed as an inventor on 13 patents. He has served on the board of directors of Pieris Pharmaceuticals, a publicly traded pharmaceutical company, since 2018. He previously served on the board of directors of Pulmatrix, Inc., a publicly traded biopharmaceutical company, from 2017 until 2020, and NewLink Genetics Corporation, a publicly traded biopharmaceutical company, from 2018 until its acquisition by Lumos Pharma, Inc. in 2020. He also serves on the Geisel School of Medicine at Dartmouth Board of Advisors and Alumni Council. Dr.

Sherman received a S.B. in Chemistry from the Massachusetts Institute of Technology and a M.D. from Dartmouth Medical School. He completed his internal medicine residency at Georgetown University Medical Center and fellowship in Medical Oncology at the Dana-Farber Cancer Institute. Dr. Sherman is board certified in Internal Medicine and Medical Oncology and has held various academic and teaching positions at Harvard Medical School with corresponding clinical appointments at the Dana-Farber Cancer Institute and Brigham and Women's Hospital in Boston.

Daniel C. Martin. Mr. Martin has served as Senior Vice President, Chief Commercial Officer of the Company since September 2018. He has more than 25 years of strategic and commercial experience within the biopharmaceutical industry with extensive background in oncology, including immuno-oncology. Prior to joining the Company, he served as Senior Vice President, Commercial at Heron Therapeutics ("Heron"), a commercial-stage biotechnology company, from July 2017 to September 2018, and as Vice President, Marketing and Market Access at Heron, from October 2016 to July 2017. Before joining Heron, Mr. Martin held commercial leadership positions at Dendreon Pharmaceuticals from May 2011 to October 2012, and at Amgen Inc. from September 2007 to May 2011, where he played lead roles in multiple U.S. and global oncology launches. Earlier in his career, Mr. Martin was a management consultant with Deloitte Consulting, where he advised global biopharmaceutical companies in commercial strategy and operations. Mr. Martin received his undergraduate degree with honors in economics and biology from the University of Virginia and an M.B.A. from the Wharton School at the University of Pennsylvania.

Jama Pitman. Ms. Pitman has served as Senior Vice President, Chief Development Officer of the Company since January 2024. Prior to that, she served as the Company's Senior Vice President, Regulatory, Quality, and Portfolio Management from February 2020 to January 2024, Vice President, Regulatory, and Quality Assurance from October 2017 to January 2020, and Senior Director, Regulatory, Quality, and Pharmacovigilance from January 2015 to September 2017. Ms. Pitman has over 23 years of industry experience. She has successfully led development teams in supporting Phase 1 to Phase 3 drug development programs, including the commercialization of assets, at both emerging biotechnology and established pharmaceutical companies. She has contributed to drug development programs intended to provide new therapeutic options to patients with cancer, including, gastrointestinal stromal tumors, multiple myeloma, prostate cancer, thyroid cancer, and ovarian cancer. Additionally, Ms. Pitman has been a key contributor to the development of drugs to treat patients with non-oncology diseases such as Hepatitis B and C, Hereditary Angioedema, Fabry Disease, Hunter's Syndrome, and Gaucher's Disease. Ms. Pitman received her B.S. degree in Microbiology from the University of New Hampshire.

COMPENSATION DISCUSSION AND ANALYSIS

Our Compensation Committee is responsible for reviewing and approving, or recommending for approval by the Board of Directors, the compensation of our named executive officers, including base salary, cash and equity incentive compensation levels, severance arrangements, change in control benefits, and other forms of executive compensation. This Committee is also responsible for evaluating our Company's performance against its goals and making related recommendations to our Board of Directors, assessing the performance of our named executive officers, and ensuring our compensation program is aligned with the objectives described below and competitive with those of other companies in our industry that compete with us for talent. This section discusses the principles underlying our Compensation Committee's policies and decisions with respect to the compensation of our named executive officers.

For 2023, our named executive officers were:

- Steven L. Hoerter, our President and Chief Executive Officer;
- Thomas P. Kelly, our Executive Vice President, Chief Financial Officer and Treasurer;
- Matthew L. Sherman, M.D., our Executive Vice President and Chief Medical Officer;
- Daniel L. Flynn, Ph.D., our founder and former Executive Vice President, Chief Scientific Officer;
- Dashyant Dhanak, Ph.D., our Executive Vice President, Chief Scientific Officer; and
- Daniel C. Martin, our Senior Vice President and Chief Commercial Officer.

Executive Summary

We are a biopharmaceutical company focused on discovering, developing, and commercializing important new medicines to improve the lives of people with cancer. Leveraging our proprietary switch-control kinase inhibitor platform and deep expertise in kinase biology, we design kinase inhibitors to target the switch pocket region of the kinase with the goal of developing potentially transformative medicines. Through our patient-inspired approach, we seek to develop a broad portfolio of innovative medicines to improve treatment outcomes. QINLOCK® (ripretinib), our switch-control tyrosine kinase inhibitor, was engineered using our proprietary drug discovery platform and developed for the treatment of fourth-line advanced gastrointestinal stromal tumor ("GIST"). QINLOCK is approved in Australia, Canada, China, the European Union, Hong Kong, Iceland, Israel, Liechtenstein, Macau, New Zealand, Norway, Singapore, Switzerland, Taiwan, the United Kingdom, and the United States for the treatment of fourth-line GIST. We wholly own QINLOCK and all of our drug candidates with the exception of a development and commercialization out-license agreement for QINLOCK in Greater China. In addition to QINLOCK, we have developed a robust pipeline of novel drug candidates using our switch-control kinase inhibitor platform, including vimseltinib and DCC-3116.

Corporate Performance Highlights

Our executive compensation program seeks to incentivize and reward strong corporate performance. Highlights of our 2023 and early 2024 corporate performance are set forth below.

QINLOCK:

- Continued the successful commercialization of QINLOCK in fourth-line GIST in the U.S and key European markets and exceeded U.S. and European revenue targets;
- Initiated the INSIGHT pivotal Phase 3 clinical study of QINLOCK versus sunitinib in second-line GIST patients with mutations in KIT exon 11 and 17/18; and
- Expanded the geographic footprint of QINLOCK by executing an exclusive distribution agreement for QINLOCK in central and eastern Europe.

Our Pipeline:

- Vimseltinib:
 - Delivered positive top-line results for our Phase 3 MOTION study of vimseltinib in patients with tenosynovial giant cell tumor (“TGCT”).
- DCC-3116:
 - Advanced the Phase 1/2 study through enrollment and collection of data.
- Early-Stage Research Programs:
 - Filed an investigational new drug application for DCC-3084, our development candidate for our pan-RAF program.

Other Highlights

- Executed on employee goals, with focus on our value-based culture that embraces diversity and advances our patient-focused mission;
- Closed an underwritten public offering of 7,986,111 shares of our common stock, for aggregate gross proceeds of approximately \$143.7 million, before deducting underwriting discounts and commissions and other estimated offering expenses; and
- Extended our cash runway into the second half of 2026.

Overview of Executive Compensation Program

Executive Compensation Philosophy

Our executive compensation program is guided by our overarching philosophy of paying for demonstrable performance. Consistent with this philosophy, we have designed our executive compensation program to achieve the following primary goals:

- attract, motivate, and retain top-performing executives;
- establish compensation opportunities that are competitive and reward performance; and

- align the interests of our executive team members with the interests of our stockholders to drive the creation of sustainable long-term value.

Executive Compensation Program Design

Our executive compensation program is designed to be reasonable and competitive, and balance our goal of attracting, motivating, rewarding, and retaining top-performing executives with our goal of aligning their interests with those of our stockholders. The Compensation Committee annually evaluates our executive compensation program to ensure that it is consistent with our short-term and long-term goals and the dynamic nature of our business.

Our executive compensation program consists of a mix of compensation elements that balance achievement of our short-term goals with our long-term performance. We provide short-term incentive compensation opportunities in the form of annual cash bonuses, which generally focus on our achievement of annual corporate goals as well as individual performance. We also provide long-term incentive compensation opportunities in the form of equity awards, including stock options, RSUs, and PSUs.

In 2023, the Compensation Committee thoroughly evaluated our long-term incentive compensation program and consulted with Pearl Meyer & Partners, LLC (“Pearl Meyer”), its independent compensation consultant, to design a program that includes a stronger element of performance-based incentive compensation. As a result, beginning in January 2023, the Compensation Committee restructured our annual long-term incentive allocation for our executive team members to 50% stock options and 50% PSUs (based on target performance) for our Chief Executive Officer and 50% stock options, 25% RSUs, and 25% PSUs (based on target performance) for our executive team members (other than our Chief Executive Officer). The change to the annual long-term incentive allocation was taken by the Compensation Committee to provide a greater emphasis on performance-based compensation, and the Compensation Committee intends to regularly evaluate these allocations as part of its overall review of our executive compensation program.

We believe that stock options provide a strong reward for growth in the market price of our common stock because their entire value depends on future stock price appreciation. RSUs also reward growth in the market price of our common stock because they derive additional value from future stock price appreciation, but they are less dilutive to our stockholders because a comparable award requires fewer shares than stock options, and they provide retention value. In addition, we believe that the multi-year vesting requirements applicable to stock options and RSUs encourage retention because our executive team members are incentivized to remain employed through the vesting period. We also believe that PSUs incentivize our executive team members over the long-term and strengthen the alignment between pay and performance.

Our executive compensation program is also designed to incorporate sound practices for compensation governance. Below we summarize such practices.

What We Do:

- ✓ ***Maintain an Independent Compensation Committee.*** The Compensation Committee consists solely of independent directors.
- ✓ ***Retain an Independent Compensation Advisor.*** The Compensation Committee engages its own compensation advisor to provide information and analysis related to annual executive

compensation decisions, including the 2023 executive compensation decisions, and other advice on executive compensation independent of management.

- ✓ **Review Executive Compensation Annually.** The Compensation Committee annually reviews our compensation strategy, including a review and determination of our compensation peer group used for comparative purposes.
- ✓ **Tie Compensation to Performance.** Our executive compensation program is designed so that a significant portion of our executives' compensation is "at risk" based on our corporate performance, as well as equity-based, to align the interests of our executives and stockholders.
- ✓ **Use of Variable Compensation.** Our executives' compensation is directly linked to corporate performance and our stock price through equity awards, including PSUs.
- ✓ **Use Double Trigger Change-in-Control Protection.** Change-in-control payments and benefits to our executives occur only upon a qualifying termination of employment, not merely upon a change in control.
- ✓ **Review Say-On-Pay Vote Annually.** The Compensation Committee considers the results of each year's non-binding advisory vote in reviewing and determining the compensation of our named executive officers.

What We Don't Do:

- ✗ **No Executive Retirement Plans.** We do not offer pension arrangements or retirement plans or arrangements to our executives that are different from or in addition to those offered to our other employees.
- ✗ **No Perquisites.** We do not provide perquisites to our executives that are different from or in addition to those offered to our other employees.
- ✗ **No Special Health and Welfare Benefits.** Our executives participate in our health and welfare benefits programs on the same basis as our other employees.
- ✗ **No Post-Employment Tax Payment Reimbursement.** We do not provide any tax reimbursement payments (including "gross-ups") on any change-in-control or severance payments or benefits.
- ✗ **No Hedging or Pledging Our Equity Securities.** We prohibit our executives, the members of our Board of Directors, and other employees from hedging or pledging our securities.

"Say-On-Pay" Vote on Executive Compensation

Our stockholders have the opportunity annually to cast a non-binding advisory vote in connection with compensation for our named executive officers. Consistent with the recommendation of our Board of Directors and the preference of our stockholders as reflected in the non-binding advisory vote on the frequency of future "say-on-pay" votes conducted at our 2023 Annual Meeting of Stockholders, we intend to provide for annual non-binding advisory votes on the compensation of our named executive officers. The next non-binding advisory vote on the frequency of the non-binding advisory vote on the compensation of our named executive officers will occur at our 2027 Annual Meeting of Stockholders.

At our 2023 Annual Meeting of Stockholders, our “say-on-pay” proposal received 97.4% support from our stockholders. We believe this support reflects stockholder support of our compensation philosophy, including our decision in 2023 to introduce PSUs to more directly align our executive compensation with performance. The program is designed to reward execution against critical milestones that we believe are aligned with stockholder value creation.

Executive Compensation Objectives

The principal objectives of our executive compensation program, policies, and practices are to:

- offer competitive compensation that enables us to attract and retain high-caliber executives;
- reward the achievement of our business objectives by directly linking rewards to corporate performance and the achievement of objectives that build long-term stockholder value;
- recognize both corporate and individual performance by providing opportunities for above-median short-term and long-term compensation if warranted by measurable corporate and individual performance; and
- align the interests of our executive team members with those of our stockholders by incentivizing and rewarding the creation of stockholder value.

Our executive compensation program has reflected, and we expect that it will continue to reflect, the fact that we are a biopharmaceutical company with one approved product and several product candidates in preclinical and clinical development, which are subject to regulatory approval. As a result, our revenues have been and will continue to be limited, and we expect to continue to incur net losses for at least the foreseeable future. In an effort to preserve cash resources, our historical compensation programs have focused on long-term incentive compensation in the form of equity awards relative to cash compensation. This approach seeks to place a substantial portion of executive compensation at risk by rewarding our executive team members, in a manner comparable to our stockholders, for achieving our business and financial objectives.

In addition to long-term incentive compensation, we have also implemented a cash bonus plan for our executive team members. Payments under this cash bonus plan are based on our level of achievement of pre-established corporate performance goals and, with the exception of our Chief Executive Officer, individual performance goals. The performance goals of our executive team members are tied to corporate objectives to reflect the fact that they make the key strategic decisions influencing our Company as a whole.

We design and implement an executive compensation program that combines both cash and incentive elements based on annual performance objectives and long-term equity elements, and we re-evaluate such program every year.

Compensation Setting Process

Role of Compensation Committee and the Board of Directors

The Board of Directors maintains responsibility for implementing our compensation program with respect to our executive officers, including the Chief Executive Officer, based on the recommendation of the Compensation Committee. The Compensation Committee discharges the responsibilities of our Board of

Directors relating to the compensation of our executive team members who are not executive officers. Our executive team is comprised of employees at the Vice President level and above who are designated by the Chief Executive Officer to be members of the executive team. The Compensation Committee has overall responsibility for overseeing our compensation and benefits policies generally, and overseeing and evaluating the compensation plans, policies, and practices applicable to our Chief Executive Officer and other executive team members.

In carrying out its responsibilities, the Compensation Committee evaluates our compensation policies and practices with a focus on the degree to which these policies and practices reflect our executive compensation philosophy, and develops strategies and makes decisions that it believes further our philosophy or align with developments in best compensation practices. The performance of our executive team is reviewed as part of the decision-making process with respect to their compensation.

Pursuant to our 2017 Stock Option and Incentive Plan (the “2017 Plan”), the Compensation Committee may delegate to our Chief Executive Officer all or part of its authority to approve certain grants of equity awards to certain individuals, subject to certain limitations including the amount of awards that can be granted pursuant to such delegated authority. Our Compensation Committee has delegated to our Chief Executive Officer the authority to approve certain grants of awards under the 2017 Plan to employees below the executive team level in connection with their hiring, retention or promotion, subject to certain limitations.

The Compensation Committee’s authority, duties, and responsibilities are further described in its charter. See “Board of Directors and Committees of the Board – Compensation Committee” above.

The Compensation Committee retains a compensation consultant (as described in detail below) to provide support in its review and assessment of our executive compensation program.

Role of Management

In discharging their responsibilities, the Board of Directors and Compensation Committee work with members of our management, including our Chief Executive Officer. Our management assists the Board of Directors and Compensation Committee by providing information on corporate and individual performance, competitive market data, and management’s perspective on compensation matters. The Board of Directors and Compensation Committee solicit and review our Chief Executive Officer’s proposals with respect to program structures, as well as his recommendations for adjustments to annual cash compensation, long-term incentive compensation opportunities, and other compensation-related matters for our executive team (except with respect to his own compensation) based on his evaluation of their performance for the prior year.

At the beginning of each year, our Chief Executive Officer reviews the performance of our executive team members (other than himself), including all named executive officers, for the previous year, and then shares these evaluations with, and makes recommendations to the Compensation Committee for each element of compensation. These recommendations concern the base salary, annual cash incentive compensation, and long-term incentive compensation for each of our executive team members (other than himself) based on our results, the individual executive’s contribution to these results, and his or her performance toward achieving his or her individual performance objectives, including, without limitation, (i) the actual results of the executive’s work (e.g., performance and achievement), and (ii) how the work was performed by the executive (e.g., living the Company’s values and work behaviors).

The Compensation Committee reviews and discusses these recommendations and considers them as one factor in determining and approving the compensation of our executive team members that are not executive officers and making recommendations to the Board of Directors with respect to all executive officers. The Board of Directors reviews and approves executive compensation with respect to the executive officers, based on the recommendations of the Chief Executive Officer and the Compensation Committee. Our Chief Executive Officer also attends meetings of our Board of Directors and the Compensation Committee at which executive compensation matters are addressed, except with respect to discussions involving his own compensation.

Role of Compensation Consultant

Our Compensation Committee has the authority under its charter to engage the services of a consulting firm or other outside advisor to assist it in designing our compensation programs and in making compensation decisions. The Compensation Committee exercised this authority to re-engage Pearl Meyer as its independent compensation consultant in 2022 for planning and decisions for the 2023 executive compensation cycle. Pearl Meyer serves as an advisor to our Compensation Committee on the topics of executive and director compensation and governance, including, but not limited to, our total compensation program, equity strategy, peer group selection, and compensation disclosures. Pearl Meyer reports directly to our Compensation Committee on the matters on which it has been retained.

Our Compensation Committee regularly reviews the services provided by its independent compensation consultant and believes that Pearl Meyer is independent from the Company in providing executive compensation consulting services. Our Compensation Committee has assessed the independence of Pearl Meyer consistent with Nasdaq Global Select Market listing standards and has concluded that the engagement of Pearl Meyer does not raise any conflicts of interest. Our Compensation Committee continues to monitor the independence of its compensation consultant on an annual basis.

Role of Market Data

For purposes of comparing our executive compensation against the competitive market, the Compensation Committee reviews and considers the compensation levels and practices of a group of peer companies. This compensation peer group consists of public biotechnology companies that are similar to us in terms of revenue, market capitalization and enterprise value, stage of development, geographical location, and number of employees.

In September 2022, with the assistance of Pearl Meyer, the Compensation Committee evaluated our then-existing compensation peer group and recommended changes to select a peer group of companies that considered the following criteria:

- publicly-traded companies headquartered in the United States;
- companies traded on a major stock exchange;
- companies in the biotechnology and pharmaceutical industries;
- similar market capitalization—within a range of \$400 million to \$4.5 billion;
- commercial or late-development stage;
- similar headcount—within a range of 100 to 600 employees;

- similar research & development spend—greater than \$80 million; and
- revenue of less than \$350 million in accordance with U.S. Generally Accepted Accounting Principles (GAAP).

Based on a review of the analysis prepared by Pearl Meyer, the Compensation Committee approved the revised compensation peer group below for 2023.

2023 Compensation Peer Group

Agios Pharmaceuticals	EQRx	Scholar Rock Holding Corporation
Amicus Therapeutics	lovance Biotherapeutics	Seres Therapeutics
Arvinas	Karyopharm Therapeutics	SpringWorks Therapeutics
Atara Biotherapeutics	Kura Oncology	Y-mAbs Therapeutics
Blueprint Medicines	Mersana Therapeutics	
BridgeBio Pharma	NGM Biopharmaceuticals	
Coherus BioSciences	Revolution Medicines	

In September 2023, with the assistance of Pearl Meyer, the Compensation Committee evaluated our then-existing compensation peer group and recommended changes to select a peer group of companies that considered the following criteria:

- publicly-traded companies headquartered in the United States;
- companies traded on a major stock exchange;
- companies in the biotechnology and pharmaceutical industries;
- similar market capitalization—within a range of \$400 million to \$4.5 billion;
- enterprise value greater than \$100 million;
- commercial or late-development stage;
- similar headcount—within a range of 100 to 600 employees;
- similar research & development spend—greater than \$80 million; and
- GAAP revenue of less than \$350 million.

Based on a review of the analysis prepared by Pearl Meyer, the Compensation Committee approved the revised compensation peer group below for 2024.

2024 Compensation Peer Group

Agios Pharmaceuticals	Cogent Biosciences	Revolution Medicines
Allogene Therapeutics	Coherus BioSciences	Seres Therapeutics
Amicus Therapeutics	Iovance Biotherapeutics	SpringWorks Therapeutics
Arcus Biosciences	Kura Oncology	Syndax Pharmaceuticals
Arvinas	Mirati Therapeutics	
Blueprint Medicines	Morphic Holding	
BridgeBio Pharma	Replimune Group	

The Compensation Committee reviews our compensation peer group each year (unless there have been significant changes to either our developmental phase or market capitalization, in which case the Compensation Committee may review more frequently) and makes adjustments to its composition if warranted, taking into account changes in both our business and the businesses of the companies in the peer group.

The Compensation Committee uses competitive compensation data from our compensation peer group to inform its decisions about overall compensation opportunities and specific compensation elements. We also participate in the Radford Global Life Sciences survey and the Compensation Committee uses this as a supplemental data point to inform its decisions. Additionally, the Compensation Committee uses multiple reference points when establishing targeted compensation levels. The Compensation Committee and the Board of Directors, as applicable, evaluate benchmark data relative to our compensation peer group and the broader life-sciences market, focusing on the market 50th percentile for both target total cash and equity compensation. In addition to referencing competitive market data, the Compensation Committee and the Board of Directors, as applicable, apply judgment and discretion in establishing targeted pay levels, taking into account not only competitive market data, but also factors such as Company, business and individual performance, scope of responsibility, critical needs and skill sets, internal pay equity, leadership potential, and succession planning.

Primary Elements of Executive Compensation Program

The primary elements of our executive compensation program are:

- base salary;
- short-term incentive compensation in the form of annual cash bonuses; and
- long-term incentive compensation in the form of annual equity awards.

We do not have a specific policy regarding the percentage allocation between short-term and long-term, or fixed and variable, compensation elements.

Our executive team members are also eligible to participate in our standard employee benefit plans, such as our health and welfare benefits plans, our 2017 Employee Stock Purchase Plan (the “2017 ESPP”), and our tax-qualified retirement plan (the “401(k) Plan”) on the same basis as our other employees.

Base Salary

We pay base salaries to our executive team members as the fixed portion of their compensation to provide them with a reasonable degree of financial certainty, and to attract and retain top-performing individuals. At the time of hire, base salaries are determined for our executive team members taking into account his or her position, qualifications, experience, expertise, and performance, as well as market compensation levels for similar positions and the base salaries of our other executive team members. Thereafter, the Board of Directors and Compensation Committee review the base salaries of our executive team, as applicable, each year as part of their annual compensation review and make adjustments as they determine to be reasonable and necessary to reflect the scope of the executive team member's performance, contributions, responsibilities, experience, prior salary level, and market conditions, including base salary amounts relative to similarly situated executive officers at peer group companies. In addition, base salaries may be adjusted in the event of a promotion or significant change in responsibilities.

2023 Base Salaries

In January 2023, the Compensation Committee reviewed the base salaries of our executive team members, and, in February 2023, the Board of Directors reviewed the base salaries of our executive officers, based upon the recommendation of the Compensation Committee. The Board of Directors and Compensation Committee reviewed market data provided by Pearl Meyer, the current compensation levels of our named executive officers, and the Company's performance against its 2022 corporate goals. The Compensation Committee approved the annual base salaries of our executive team members who are not executive officers and the Board of Directors approved the annual base salaries of our executive officers then in office, below. In August 2023, upon the recommendation of the Compensation Committee, the Board of Directors approved the annual base salary of Dr. Dashyant Dhanak, our Chief Scientific Officer, who began his employment with the Company in September 2023. The 2023 annual base salaries below were effective as of January 1, 2023 with the exception of Dr. Dhanak's base salary, which became effective upon the commencement of his employment in September 2023. The table below reflects the annual base salaries in effect in 2022 and 2023:

Named Executive Officer	2022 Base Salary (\$)	2023 Base Salary (\$)	Percentage Increase
Steven L. Hoerter	703,040	738,200	5%
Thomas P. Kelly	483,692	507,875	5%
Matthew L. Sherman, M.D.	546,192	573,500	5%
Daniel L. Flynn, Ph.D.	478,067	501,970	5%
Dashyant Dhanak, Ph.D.	—	600,000	—
Daniel C. Martin	472,443	496,065	5%

Annual Cash Bonuses

We provide short-term incentive compensation opportunities to our executive team members in the form of annual cash bonuses, which are designed to motivate our executives to achieve defined annual corporate performance goals and to reward our executives for their contributions towards achievement of these goals. Each executive team member has a target annual incentive bonus opportunity, with the actual amount earned generally based on the executive's individual performance as well as the Company's achievement of the corporate performance goals that our Board of Directors establishes at the beginning of

each year. The Chief Executive Officer's actual bonus is based solely on achievement of the corporate goals. After the end of each year, our Board of Directors reviews our performance against each corporate performance goal and determines the extent to which we achieved each of our corporate performance goals.

Corporate Performance Goals and Individual Contributions

At the beginning of each year, the Board of Directors, upon recommendation of the Compensation Committee after reviewing management's proposal, establishes the annual corporate performance goals that it believes will be the most significant drivers of our short-term and long-term success. Each corporate performance goal or goal category has a percentage weighting based on the Board of Director's assessment of the goal's relative significance.

In addition, our Chief Executive Officer, in consultation with each executive team member, establishes individual goals for each of the other executive team members. The individual goals are generally designed to align the goals of our executive team members, and his or her department, with the corporate performance goals. Our Chief Executive Officer does not have individual goals. Rather, his annual cash bonus is based 100% on the total percentage achievement level of our corporate performance goals in recognition of his overall responsibility for our corporate performance.

After the end of the fiscal year, the Board of Directors, after reviewing management's self-assessment, evaluates our achievement of the prior year's corporate performance goals, and our overall success in the prior year, and determines our total percentage achievement level.

The Compensation Committee determines the annual cash bonuses actually paid to each of our executive team members who are not executive officers and makes a recommendation to the Board of Directors for our executive officers, based primarily on the total percentage achievement level of our corporate performance goals, but subject to adjustment for individual performance as recommended by our Chief Executive Officer (other than with respect to himself). The Board of Directors considers the Compensation Committee's and our Chief Executive Officer's recommendations, and independently reviews and approves the annual cash bonuses actually paid for each of our executive officers.

Target Annual Bonuses

At the beginning of each year, the Compensation Committee reviews and approves the target annual bonus for our executive team members who are not executive officers and the Board of Directors reviews and approves the target annual bonus for each of our executive officers, upon recommendation of the Compensation Committee. The Board of Directors and Compensation Committee consider the factors described above, with an emphasis on market data from our compensation peer group for comparable positions. Target annual bonuses are the same for named executive officers who are at the same level, and represent a specific percentage of annual base salary.

2023 Target Annual Bonuses

In January 2023, the Compensation Committee reviewed the target annual bonuses of our executive team, and the Board of Directors, upon recommendation of the Compensation Committee, reviewed the target annual bonuses of our executive officers. The Board of Directors and the Compensation Committee considered the factors described above, including competitive compensation data from the companies in the

2023 compensation peer group. The Compensation Committee approved the 2023 target annual bonus percentages of base salary of our executive team members who are not executive officers and the Board of Directors approved the 2023 target annual bonus percentages of base salary of our executive officers, below, which represented no change from the target annual bonus percentages from the prior year. In addition, in August 2023, upon the recommendation of the Compensation Committee, the Board of Directors approved the target annual bonus for Dr. Dhanak.

Named Executive Officer	2022 Target Bonus	2023 Target Bonus
Steven L. Hoerter	60 %	60 %
Thomas P. Kelly	45 %	45 %
Matthew L. Sherman, M.D.	45 %	45 %
Daniel L. Flynn, Ph.D.	45 %	45 %
Dashyant Dhanak, Ph.D.	—	45 %
Daniel C. Martin	40 %	40 %

2023 Annual Cash Bonuses

In December 2023, the Board of Directors evaluated our achievement of the 2023 corporate performance goals, considering whether we had achieved each goal, the weighting established for each goal, the recommendation of the Compensation Committee and management's self-assessment, and our overall corporate performance in 2023. The 2023 corporate performance goals approved by our Board of Directors, the relative weightings assigned to each goal or goal category at the beginning of the year (including the over

achievement of certain goals), and the Board of Directors' determination of our actual attainment of each goal during the performance period, were as follows:

2023 Corporate Performance Goals	Relative Weighting	Actual Attainment
QINLOCK	25%	30%
Achieve U.S. and key European market revenue target for QINLOCK*		
Expand the geographic footprint of QINLOCK		
Submit manuscript to medical journal for the results from the exploratory circulating tumor DNA analysis of the INTRIGUE study		
Enroll the INSIGHT pivotal Phase 3 clinical study of QINLOCK versus sunitinib in second-line GIST patients with mutations in KIT exon 11 and 17/18		
Vimseltinib	25%	30%
Fully enroll the pivotal Phase 3 MOTION study of vimseltinib in TGCT		
Deliver positive top-line results for the MOTION study		
DCC-3116	20%	15%
Achieve first-patient-in the dose expansion portion and the dose escalation portion of the Phase 1/2 study in combination with QINLOCK		
Present initial data from the combination dose-escalation portion of the Phase 1/2 study		
Complete objectives related to business development strategies*		
Early-Stage Pipeline	20%	20%
File an investigational new drug application for DCC-3084		
Complete objectives related to preclinical research-stage programs*		
Invest in our Culture and Enable Future Growth	10%	15%
Develop and retain a great team by maintaining a high employee engagement level; foster values-based culture that embraces diversity and advances our patient-focused mission		
Manage to the approved budget and maintain specified cash runway*		
2023 Achievement Level	100%	110%

* These corporate performance goals include highly sensitive competitive data, including preclinical, clinical, and financial targets. We do not disclose the specific portions of these goals because we believe that such disclosure would result in competitive harm to us. We purposely set these goals at challenging levels. Revealing certain elements of these goals could potentially reveal insights about our preclinical, clinical, regulatory, commercial, and strategic plans or objectives that our competitors or potential collaborators could use against us.

Upon recommendation of the Compensation Committee, the Board of Directors determined that we successfully achieved the 2023 corporate performance goals at a total percentage achievement level of 110%.

The Board of Directors and the Compensation Committee also reviewed the 2023 individual performance of our executive team members, other than our Chief Executive Officer, based on an evaluation conducted by our Chief Executive Officer. Our Chief Executive Officer started with the total percentage

achievement level of our corporate performance and recommended that no adjustment was needed to account for the individual performance of our executive team members in 2023, including, without limitation, the actual results of the executive's work and how the work was performed by the executive. Upon recommendation by the Compensation Committee after reviewing the Chief Executive Officer's proposal, the Board of Directors determined to award individual executive team member bonuses, other than our Chief Executive Officer, of 110%. As noted above, our Chief Executive Officer's annual bonus is calculated according to the total percentage achievement level of our corporate performance goals, which was 110%.

The table below sets forth the 2023 annual base salary, target annual cash bonuses as a percentage of salary, the percentage of target annual cash bonus achieved for each named executive officer, and the 2023 annual cash bonuses earned by our named executive officers, as immaterially adjusted for rounding.

Named Executive Officer	2023 Annual Base Salary (\$)	Target Annual Cash Bonus (% of annual base salary)	Actual Cash Bonus Earned Compared to Target (% of Target Achieved)	Annual Cash Bonus Earned (\$)
Steven L. Hoerter	738,200	60.0 %	110.0 %	487,212
Thomas P. Kelly	507,875	45.0 %	110.0 %	251,398
Matthew L. Sherman, M.D.	573,500	45.0 %	110.0 %	283,883
Daniel L. Flynn, Ph.D.*	501,970	45.0 %	100.0 %	225,887
Dashyant Dhanak, Ph.D.**	600,000	45.0 %	110.0 %	297,000
Daniel C. Martin	496,065	40.0 %	110.0 %	218,269

* Dr. Flynn was no longer an executive officer as of September 2023 and retired on December 31, 2023. He received his full target annual cash bonus pursuant to the terms of his transition agreement, as described below.

** Dr. Dhanak received a bonus without proration for his employment in 2023 pursuant to the terms of his employment agreement.

Signing Bonuses

In connection with Dr. Dhanak's commencement of employment, we granted Dr. Dhanak a \$200,000 signing bonus which is payable in two installments. The first \$100,000 installment is payable within 45 days after the one-year anniversary of his commencement of employment, and the second \$100,000 installment is payable within 45 days after the second-anniversary of his commencement of employment, in each case subject to his continuous employment through such payment dates. The gross amount of such signing bonus must be repaid by Dr. Dhanak in the event that he is terminated for "cause" or resigns without "good reason" (as such terms are defined in his employment agreement) prior to the one-year anniversary of the date that the second installment is paid.

Long-Term Incentive Compensation

We view long-term incentive compensation in the form of equity awards as an important element of our executive compensation program. The value of equity awards is directly related to stock price appreciation over time, which incentivizes our executive team members to achieve long-term corporate goals and create long-term value for our stockholders. Equity awards also help us attract and retain top-performing executives in a competitive market.

At the time of hire, equity awards are granted to our executives based on the factors described above. At the beginning of each year, the Compensation Committee reviews the equity awards for our executive team

members, and determines the size and relative weighting of the annual equity awards it deems reasonable and appropriate based on such factors that include market and peer company data. In addition, the Compensation Committee may deem it advisable to grant subsequent equity awards to our executives due to specific company objectives, external market factors, or in the event of a promotion or significant change in responsibilities.

2023 Annual Equity Awards

We generally grant equity awards as a mix of stock options, RSUs, and PSUs. The Board of Directors believes that this deliberate mix of equity ensures that wealth creation remains tied to stock price performance (through stock options), promotes retention (through RSUs), and strengthens the relationship between pay and corporate performance (through PSUs). However, our Board of Directors also determined that it was appropriate to grant Mr. Hoerter's equity awards in stock options and PSUs only to more closely align his compensation to the interests of our stockholders and company performance.

The stock options vest, and become exercisable, over a four-year period, with 1/48th of the underlying shares vesting on a monthly basis after the vesting commencement date of February 15, 2023, so that all of the underlying shares will be vested on the date four years after the vesting commencement date, so long as the executive remains an employee or other service provider (including a consultant) of the Company on such vesting dates.

The time-based RSUs vest over a three-year period, with 1/3rd of the underlying shares vesting on an annual basis after the vesting commencement date of February 15, 2023, so that all of the underlying shares will be vested on the date three years after the vesting commencement date, so long as the executive remains an employee or other service provider (including a consultant) of the Company on such vesting dates.

The PSUs vest solely based on the achievement of pre-established performance milestones associated with the achievement of certain research and development activities. Each award of PSUs contains three separate milestones with an equal number of shares per milestone. The PSUs associated with each milestone are earned independently such that it is possible for only a portion of the award to be earned if only one or two milestones are ultimately achieved. If the milestone for any individual tranche is not achieved by December 31st of the third year following the year of grant (e.g., December 31, 2026 for the 2023 PSUs) then the PSUs associated with that individual tranche is forfeited.

The PSUs vest with respect to each milestone on the date that our Compensation Committee determines achievement of such milestone, so long as the executive remains an employee or other service provider (including a consultant) of the Company on such vesting dates. However, the PSUs will fully vest and accelerate in the event that an executive's employment or other service relationship is terminated on or within 12 months following a change in control event by the Company or its successor without cause. The pre-established performance milestones for PSUs are associated with the achievement of certain research and development activities, and include highly sensitive competitive data such as preclinical and clinical targets. We do not disclose the specific portions of these milestones because we believe that such disclosure would result in competitive harm to us.

In January 2023, the Compensation Committee and Board of Directors, respectively, considered the factors described above and approved the 2023 annual equity awards below for the executive officers then in

office. In August 2023, upon the recommendation of the Compensation Committee, the Board of Directors approved equity awards for Dr. Dhanak in connection with the commencement of his employment.

Named Executive Officer	Stock Options (Number of Shares)	RSU Awards (Number of Shares)	PSU Awards (Number of Shares)
Steven L. Hoerter	250,000	—	187,500
Thomas P. Kelly	65,900	16,488	24,732
Matthew L. Sherman, M.D.	65,900	16,488	24,732
Daniel L. Flynn, Ph.D.	65,900	16,488	24,732
Dashyant Dhanak, Ph.D.	65,900	140,900	—
Daniel C. Martin	44,600	11,151	16,727

Other Employee Benefits

Health and Welfare Benefits

Our executive team members are also eligible to participate in the same broad-based employee benefits programs available to all of our employees, including health insurance, life and disability insurance, and dental insurance, subject to the satisfaction of certain eligibility requirements. We pay, on behalf of our employees, a portion of the premiums for health, life, and disability insurance.

Employee Stock Purchase Plan

Our executive team members are eligible to participate in our 2017 ESPP on the same basis as our other full-time employees.

401(k) Plan

Our executive team members are eligible to participate in the 401(k) Plan on the same basis as our other employees. The 401(k) Plan provides eligible U.S. employees with an opportunity to save for retirement on a tax advantaged basis. Eligible employees are able to defer eligible compensation subject to applicable annual Internal Revenue Code of 1986, as amended (the “Code”) limits. We provide a matching contribution of 100% of the first 3% of actual dollars contributed and then 50% of the next 2% contributed, not to exceed a maximum of 5% of gross wages. Employees’ pre-tax, post-tax, and/or after-tax contributions are allocated to each participant’s individual account and are then invested in selected investment alternatives according to the participants’ directions. Employees are immediately and fully vested in all of their contributions. Our 401(k) Plan is intended to be qualified under Section 401(a) of the Code with our 401(k) Plan’s related trust intended to be tax exempt under Section 501(a) of the Code. As a tax-qualified retirement plan, contributions to our 401(k) Plan and earnings and matching amounts on those contributions are not taxable to the employees until distributed from our 401(k) Plan.

Perquisites

We do not provide perquisites to our executive team members that are different from or in addition to those offered to our other employees.

Post-Employment Compensation

Certain executives, including our named executive officers, may be entitled to certain severance and/or change in control protections pursuant to their employment agreements, which are described below under “Named Executive Officer Compensation Tables—Employment, Severance and Change in Control Arrangements.” Our goal in providing severance and change in control benefits is to offer sufficient cash continuity protection such that our executives will focus their full time and attention on the requirements of the business rather than the potential implications for their respective position. We prefer to have certainty regarding the potential severance amounts payable to the named executive officers, rather than negotiating severance at the time that a named executive officer’s employment terminates.

Other Compensation Policies

Equity Award Grant Policy

Under our Equity Award Grant Policy, we grant equity awards on a regularly scheduled basis, as follows:

- grants of equity awards by the Board of Directors or the Compensation Committee in conjunction with the hiring of a new employee or the promotion of an existing employee will be effective on the date of approval by the Board of Directors or the Compensation Committee, or such later date as specified in such approval, which is generally on the 15th calendar day of the month (as described below);
- grants of equity awards to existing employees (other than in connection with a promotion) will generally be made, if at all, on an annual basis; provided, that (a) employees hired from January 1 through September 30 of a particular year will be eligible for pro-rated annual grants in the subsequent year and (b) employees hired from October 1 through December 31 of a particular year shall not be eligible for annual grants in the subsequent year, unless previously agreed upon;
- unless otherwise stated in the applicable approval, grants of equity awards shall be made effective as of the 15th calendar day of the month that first falls after the later of (a) the start date of the employee (for initial grants for new hires) and (b) the date such grant is approved;
- our Compensation Committee has delegated to our Chief Executive Officer the authority to approve certain grants of awards under the 2017 Plan to certain employees below the executive team level in connection with their hiring, retention, or promotion, subject to certain limitations; and
- the exercise price of all stock options will be equal to (or, if specified in the approval of the stock option award, greater than) the closing market price on the Nasdaq Global Market of a share of our common stock on the effective date of grant.

Hedging and Pledging Restrictions

To ensure alignment of the interests of our stockholders with all of our directors, officers, employees, and consultants, including our named executive officers, our Special Trading Procedures for Insiders addendum to our Insider Trading Policy prohibits members of our Board of Directors, as well as our employees from:

- selling any of our securities that are not owned by such individual at the time of the sale (a “short sale”);

- buying or selling puts, calls, or other derivative securities of the Company, or any derivative securities that provide the economic equivalent of ownership of any of our securities or an opportunity, direct or indirect, to profit from any change in the value of our securities, or engage in any other hedging transaction with respect to our securities, at any time unless such transaction has been approved by the Audit Committee;
- buying or selling securities or puts, calls, or other derivative securities of another company on the basis of material, non-public information learned during the course of employment with the Company;
- using our securities as collateral in a margin account; or
- pledging our securities as collateral for a loan (or modifying an existing pledge) unless the pledge has been approved by the Audit Committee.

Compensation Recovery Policy

In accordance with the requirements of the SEC and Nasdaq listing rules, our Board of Directors adopted a compensation recovery policy on September 28, 2023. The compensation recovery policy provides that in the event we are required to prepare a restatement of financial statements due to material noncompliance with any financial reporting requirement under securities laws, including any required restatement to correct an error in previously-issued financial statements that is material to the previously-issued financial statements or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period, we shall reasonably promptly recover any incentive-based compensation that was based upon the attainment of a financial reporting measure and that was received by any current or former executive officer during the three-year period preceding the date that the restatement was required if such compensation exceeds the amount that the executive officers would have received based on the restated financial statements.

Tax and Accounting Considerations

We take the applicable tax and accounting requirements into consideration in designing and operating our executive compensation program.

Deductibility of Executive Compensation

Generally, Section 162(m) of the Code (“Section 162(m)”) disallows a federal income tax deduction for public corporations of remuneration in excess of \$1 million paid in any fiscal year to certain specified executive officers.

In designing our executive compensation program and determining the compensation of our executive team members, the Compensation Committee considers a variety of factors, including the potential impact of the Section 162(m) deduction limit. However, the Compensation Committee will not necessarily limit executive compensation to that which is or may be deductible under Section 162(m).

The Compensation Committee believes that our stockholders’ interests are best served if its discretion and flexibility in awarding compensation is not restricted in order to allow such compensation to be consistent with the goals of our executive compensation program, even though some compensation awards may result in non-deductible compensation expense.

Accounting for Stock-Based Compensation

We follow the Financial Accounting Standard Board's ("FASB") Accounting Standards Codification ("ASC") Topic 718 ("FASB ASC Topic 718") for our stock-based compensation awards. FASB ASC Topic 718 requires us to measure the compensation expense for all share-based payment awards made to our employees and non-employee members of our Board of Directors, including stock options to purchase shares of our common stock and other stock awards, based on the grant date "fair value" of these awards. This calculation is performed for accounting purposes and reported in the executive compensation tables required by the federal securities laws, even though the recipient of the awards may never realize any value from their awards.

Taxation of "Parachute" Payments

Sections 280G and 4999 of the Code provide that executive officers and directors who hold significant equity interests and certain other service providers may be subject to significant additional taxes if they receive payments or benefits in connection with a change in control of the company that exceeds certain prescribed limits, and that the company (or a successor) may forfeit a deduction on the amounts subject to this additional tax. We have not agreed to provide any named executive officer with a "gross-up" or other reimbursement payment for any tax liability that the executive officer might owe as a result of the application of Sections 280G or 4999 of the Code.

Section 409A of the Internal Revenue Code

Section 409A of the Code imposes additional significant taxes in the event that an executive officer, director, or service provider receives "deferred compensation" that does not satisfy the requirements of Section 409A of the Code. Although we do not maintain a traditional nonqualified deferred compensation plan, Section 409A of the Code does apply to certain severance arrangements, bonus arrangements, and equity awards. We structure all our severance arrangements, bonus arrangements, and equity awards in a manner to either avoid the application of Section 409A or, to the extent doing so is not possible, to comply with the applicable requirements of Section 409A of the Code.

Named Executive Officer Compensation Tables

Summary Compensation Table – 2023, 2022, and 2021 Fiscal Years

The following table presents information regarding the total compensation awarded to, earned by, and paid to our named executive officers for 2023 during the fiscal years ended as set forth below:

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽¹⁾	Non-equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation (\$)	Total (\$)
Steven L. Hoerter <i>President and Chief Executive Officer</i>	2023	738,200	1,935,000 ⁽³⁾	2,837,100	487,212	13,200 ⁽⁴⁾	6,010,712
	2022	703,040	—	2,311,965	527,280	12,200	3,554,485
	2021	676,000	—	8,402,574	324,480	11,600	9,414,654
Thomas P. Kelly <i>EVP, Chief Financial Officer & Treasurer</i>	2023	507,875	510,468 ⁽³⁾	747,860	251,398	13,200 ⁽⁴⁾	2,030,801
	2022	483,692	169,535	456,822	282,960	12,200	1,405,209
	2021	465,088	632,922	2,103,820	167,432	11,600	3,380,862
Matthew L. Sherman, M.D. <i>EVP, Chief Medical Officer</i>	2023	573,500	510,468 ⁽³⁾	747,860	283,883	13,200 ⁽⁴⁾	2,128,911
	2022	546,192	169,535	456,822	307,233	12,200	1,491,982
	2021	525,185	632,922	2,103,820	189,067	11,600	3,462,594
Daniel L. Flynn, Ph.D. <i>Founder and Former EVP, Chief Scientific Officer</i>	2023	501,970	510,468 ⁽³⁾	747,860	—	239,087 ⁽⁶⁾	1,999,385
	2022	478,067	169,535	456,822	268,913	12,200	1,385,537
	2021	468,520	632,922	2,103,820	165,485	11,600	3,382,347
Dahyant Dhanak, Ph.D. <i>EVP, Chief Scientific Officer</i>	2023	195,455 ⁽⁵⁾	1,890,878	673,874	297,000	6,000 ⁽⁴⁾	3,063,207
Daniel C. Martin <i>Chief Commercial Officer</i>	2023	496,065	345,235 ⁽³⁾	506,139	218,269	13,200 ⁽⁴⁾	1,578,908
	2022	472,443	113,026	304,550	226,773	12,200	1,128,992
	2021	454,272	473,266	1,581,388	145,367	11,600	2,665,893

- (1) Amounts represent the aggregate grant-date fair value of RSU, PSU, and option awards granted to our named executive officers in 2023, 2022, and 2021 computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are consistent with the valuation methodologies specified in Note 10 to our consolidated financial statements and discussions in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our Annual Report on Form 10-K as filed with the SEC for the year ended December 31, 2023. The amounts above reflect our aggregate accounting expense for these awards and do not necessarily correspond to the actual value that will be recognized by the named executive officers upon vesting or exercise of the applicable awards. For 2021, amounts reported in the “Option Awards” column reflect the annual equity awards granted in early 2021, plus a one-time retention equity award in response to a decreased stock price following our corporate restructuring announcement in November 2021.
- (2) Amounts represent each executive’s performance-based variable cash bonus, which was earned for performance in 2023, 2022, and 2021, as applicable, and paid in January or February of the following year.
- (3) Amounts reported include the aggregate grant date fair value for PSUs calculated in accordance with the provisions of FASB ASC Topic 718 based on the probable outcome of the performance conditions as of the grant date. If we had determined that, as of the date of grant, it was probable that 100% of the performance conditions would be achieved, we would have assigned additional grant date fair value of the following: Steve Hoerter - \$967,500; Thomas P. Kelly - \$127,617; Matthew L. Sherman, M.D. - \$127,617; Daniel L. Flynn, Ph.D. - \$127,617; Dashyant Dhanak, Ph.D. - none; and Daniel C. Martin - \$86,316.
- (4) The amounts reported represent solely matching 401(k) plan contributions by the Company.
- (5) Dr. Dhanak joined the Company on September 5, 2023. His salary was prorated to reflect his partial year of service.
- (6) The amounts reported represent (i) \$13,200 in matching 401(k) plan contributions by the Company, and (ii) \$225,887, the target amount of Dr. Flynn’s 2023 annual bonus, paid in connection with Dr. Flynn’s retirement in accordance with his transition agreement.

Grants of Plan-Based Awards – 2023

The following table sets forth the individual awards made to each of our named executive officers during 2023. For a description of the types of awards indicated below, please see our “Compensation Discussion and Analysis” above:

Name	Grant Date	Date of Board of Directors Approval	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾		Estimated Future Payouts Under Equity Incentive Plan Awards ⁽²⁾	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/share)	Grant Date Fair Value of Stock and Options Awards ⁽³⁾
			Target (\$)	Maximum (\$)	Target (#)				
Steven L. Hoerter	N/A	N/A	442,920	487,212					
	2/15/2023	2/6/2023					250,000	15.48	2,837,100
	2/15/2023	2/6/2023 ⁽²⁾			187,500	—			1,935,000
Thomas P. Kelly	N/A	N/A	251,398	251,398					
	2/15/2023	2/6/2023					65,900	15.48	747,860
	2/15/2023	2/6/2023 ⁽²⁾			24,732	16,488			510,468
Matthew L. Sherman, M.D.	N/A	N/A	283,883	283,883					
	2/15/2023	2/6/2023					65,900	15.48	747,860
	2/15/2023	2/6/2023 ⁽²⁾			24,732	16,488			510,468
Daniel L. Flynn, Ph.D.	N/A	N/A	225,887	225,887					
	2/15/2023	2/6/2023					65,900	15.48	747,860
	2/15/2023	2/6/2023 ⁽²⁾			24,732	16,488			510,468
Dashyant Dhanak, Ph.D.	N/A	N/A	87,912	297,000					
	9/15/2023	8/4/2023					65,900	13.42	673,874
	9/15/2023	8/4/2023				140,900			1,890,878
Daniel C. Martin	N/A	N/A	218,269	218,269					
	2/15/2023	2/6/2023					44,600	15.48	506,139
	2/15/2023	2/6/2023 ⁽²⁾			16,727	11,151			345,235

- (1) Amounts shown in the “Target (\$)” and “Maximum (\$)” columns reflect the target and maximum amounts payable to each named executive officer under our 2023 annual performance-based cash incentive program as described under “Annual Cash Bonuses” above. Actual payments made for 2023 are provided in the “Summary Compensation Table.” As there are no threshold amounts with respect to these performance-based cash payments, the column “Threshold (\$)” is inapplicable and therefore has been omitted from this table.
- (2) There is a single payout for each milestone subject to the PSUs and, accordingly, the “Threshold (#)” and “Maximum (#)” columns have been omitted. The amounts shown reflect the number of PSUs that would be earned if each of the three performance-based milestones is achieved.
- (3) The grant date fair value is computed in accordance with FASB ASC Topic 718 and represents the value of awards granted during the year. For additional information regarding the assumptions used in calculating such grant date fair values, see Note 10 of our audited consolidated financial statements for the year ended December 31, 2023 included in our Annual Report on Form 10-K, filed with the SEC on February 7, 2024. The amounts reported reflect our accounting expense, excluding the effect of estimated service-based forfeitures, and may not represent the amounts our NEOs will actually realize from the awards. The grant date fair value for PSUs is calculated in accordance with SEC rules based on the probable outcome of the performance conditions as of the grant date.

Outstanding Equity Awards at Fiscal Year-End – 2023

The following table summarizes, for each of the named executive officers, the number of shares of common stock underlying outstanding stock options and number of unvested restricted stock unit awards held as of December 31, 2023.

Name	Vesting Commencement Date	Option Awards ⁽¹⁾				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽²⁾	Option Exercise Price (\$)	Option Expiration Date ⁽³⁾	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$) ⁽⁴⁾	Equity Incentive Plan Awards: Number of Unearned Shares that have not Vested (#)	Equity Incentive Plan Awards: Market Value or Payout Value of Unearned Shares that have not Vested (\$) ⁽⁴⁾
Steven L. Hoerter	5/17/2018	24,000	—	25.73	5/16/2028	—	—	—	—
	3/18/2019	395,735	—	25.40	3/17/2029	—	—	—	—
	2/18/2020	172,500	7,500	54.87	2/17/2030	—	—	—	—
	2/16/2021	148,750	61,250	47.79	2/15/2031	—	—	—	—
	12/15/2021	270,357	—	9.23	12/15/2031	—	—	—	—
	1/18/2022	198,854	216,146	8.27	1/17/2032	—	—	—	—
	2/15/2023	52,083	197,917	15.48	2/14/2033	—	—	—	—
	2/15/2023	—	—	—	—	—	—	62,500	1,008,125 ⁽⁵⁾
Thomas P. Kelly	2/23/2015	47,008	—	1.89	12/17/2025	—	—	—	—
	9/30/2015	38,448	—	1.89	12/17/2025	—	—	—	—
	7/1/2016	5,650	—	3.95	9/26/2026	—	—	—	—
	5/26/2017	103,219	—	6.13	6/3/2027	—	—	—	—
	1/1/2018	90,000	—	29.71	2/15/2028	—	—	—	—
	1/1/2019	75,000	—	26.35	1/29/2029	—	—	—	—
	2/15/2020	—	—	—	—	1,760 ⁽⁶⁾	28,389	—	—
	2/18/2020	40,432	1,758	54.87	2/17/2030	—	—	—	—
	2/15/2021	—	—	—	—	5,550 ⁽⁶⁾	89,522	—	—
	2/16/2021	35,346	14,554	47.79	2/15/2031	—	—	—	—
	12/15/2021	82,265	—	9.23	12/15/2031	—	—	—	—
	1/15/2022	—	—	—	—	13,665 ⁽⁷⁾	220,416	—	—
	1/18/2022	39,292	42,708	8.27	1/17/2032	—	—	—	—
	2/15/2023	13,729	52,171	15.48	2/14/2033	—	—	—	—
	2/15/2023	—	—	—	—	16,488 ⁽⁷⁾	265,951	—	—
2/15/2023	—	—	—	—	—	—	8,244	132,976 ⁽⁵⁾	

Name	Vesting Commencement Date	Option Awards ⁽¹⁾				Stock Awards				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽²⁾	Option Exercise Price (\$)	Option Expiration Date ⁽³⁾	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$) ⁽⁴⁾	Equity Incentive Plan Awards: Number of Unearned Shares that have not Vested (#)	Equity Incentive Plan Awards: Market Value or Payout Value of Unearned Shares that have not Vested (\$) ⁽⁵⁾	
Matthew L. Sherman, M.D.	10/1/2019	147,096	—	\$34.43	10/14/2029	—	—	—	—	
	2/15/2020	—	—	—	—	440 ⁽⁶⁾	7,097	—	—	
	2/18/2020	10,082	438	\$54.87	2/17/2030	—	—	—	—	
	2/15/2021	—	—	—	—	5,550 ⁽⁶⁾	89,522	—	—	
	2/16/2021	35,346	14,554	\$47.79	2/15/2031	—	—	—	—	
	12/15/2021	82,265	—	\$9.23	12/15/2031	—	—	—	—	
	1/15/2022	—	—	—	—	13,665 ⁽⁷⁾	220,416	—	—	
	1/18/2022	39,292	42,708	\$8.27	1/17/2032	—	—	—	—	
	2/15/2023	13,729	52,171	\$15.48	2/14/2033	—	—	—	—	
	2/15/2023	—	—	—	—	16,488 ⁽⁷⁾	265,951	—	—	
	2/15/2023	—	—	—	—	—	—	8,244	132,976 ⁽⁵⁾	
Daniel L Flynn Ph.D.	12/18/2015	13,897	—	\$1.89	12/17/2025	—	—	—	—	
	7/1/2016	4,944	—	\$3.95	9/26/2026	—	—	—	—	
	5/26/2017	94,817	—	\$6.13	6/3/2027	—	—	—	—	
	1/1/2018	68,500	—	\$29.71	2/15/2028	—	—	—	—	
	1/1/2019	75,000	—	\$26.35	1/29/2029	—	—	—	—	
	2/15/2020	—	—	—	—	1,760 ⁽⁶⁾	28,389	—	—	
	2/18/2020	40,432	1,758	\$54.87	2/17/2030	—	—	—	—	
	2/15/2021	—	—	—	—	5,550 ⁽⁶⁾	89,522	—	—	
	2/16/2021	35,346	14,554	\$47.79	2/15/2031	—	—	—	—	
	12/15/2021	82,265	—	\$9.23	12/15/2031	—	—	—	—	
	1/15/2022	—	—	—	—	13,665 ⁽⁷⁾	220,416	—	—	
	1/18/2022	39,292	42,708	\$8.27	1/17/2032	—	—	—	—	
	2/15/2023	13,729	52,171	\$15.48	2/14/2033	—	—	—	—	
	2/15/2023	—	—	—	—	16,488 ⁽⁷⁾	265,951	—	—	
	2/15/2023	—	—	—	—	—	—	8,244	132,976 ⁽⁵⁾	

Name	Vesting Commencement Date	Option Awards ⁽¹⁾				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽²⁾	Option Exercise Price (\$)	Option Expiration Date ⁽³⁾	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$) ⁽⁴⁾	Equity Incentive Plan Awards: Number of Unearned Shares that have not Vested (#)	Equity Incentive Plan Awards: Market Value or Payout Value of Unearned Shares that have not Vested (\$) ⁽⁴⁾
	9/5/2023	—	65,900 ⁽⁸⁾	13.42	9/14/2033	—	—	—	—
Dashyant Dhanak, Ph.D.	9/15/2023	—	—	—	—	140,900 ⁽⁹⁾	2,272,717	—	—
Daniel C. Martin	09/18/2018	63,001	—	\$36.10	9/17/2028	—	—	—	—
	01/01/2019	45,499	—	\$26.35	1/29/2029	—	—	—	—
	2/15/2020	—	—	—	—	1,760 ⁽⁶⁾	28,389	—	—
	02/18/2020	40,432	1,758	\$54.87	2/17/2030	—	—	—	—
	2/15/2021	—	—	—	—	4,150 ⁽⁶⁾	66,940	—	—
	02/16/2021	26,421	10,879	\$47.79	2/15/2031	—	—	—	—
	12/15/2021	62,971	—	\$9.23	12/15/2031	—	—	—	—
	1/15/2022	—	—	—	—	9,110 ⁽⁷⁾	146,944	—	—
	01/18/2022	26,195	28,472	\$8.27	1/17/2032	—	—	—	—
	02/15/2023	9,292	35,308	\$15.48	2/14/2033	—	—	—	—
	2/15/2023	—	—	—	—	11,151 ⁽⁷⁾	179,866	—	—
	02/15/2023	—	—	—	—	—	—	5,575	89,925 ⁽⁵⁾

- (1) Each option with a vesting commencement date prior to September 27, 2017 was granted pursuant to our Deciphera Pharmaceuticals, LLC’s 2015 Equity Incentive Plan (the “2015 Plan”). Each option granted with a vesting commencement date on or after September 27, 2017 was granted pursuant to our 2017 Plan, with the exception of Dr. Dhanak’s options which were granted pursuant to our 2020 Inducement Plan. In the event the executive officer is terminated by the Company without “cause” or resigns for “good reason” within 12 months (or 18 months in the case of Mr. Hoerter) following a “change in control” (as such terms are defined in the applicable employment agreement), 100% of the then-unvested time-based options would become immediately vested and exercisable.
- (2) Except as otherwise set forth below, each option award vests monthly over a period of four years following the vesting commencement date until the option is fully vested on the fourth anniversary of the vesting commencement date, subject to the continued service of the executive.
- (3) Such stock options will expire 10 years from date of grant.
- (4) The amount represents the number of unvested RSUs multiplied by the market value of a share of our common stock based on the closing price on December 29, 2023, the last business day in the fiscal year ended December 31, 2023, which was \$16.13.
- (5) These PSU awards vest upon achievement of corporate performance milestones prior to a specified date subject to continued service of the executive officer. For grants made in 2023, the performance conditions must be achieved prior to December 31, 2026. For the grants made in 2023, one-third of the PSUs vested in October 2023, and one-third of the PSUs vested in December 2023 based upon the achievement of certain performance criteria. The amount reported in this table reflects the final one-third of the PSUs that remain subject to achievement of a specified performance criteria. For a description of the performance criteria, please see the description of the 2023 awards in the section of the CD&A entitled “Annual Equity Awards.” In the event the executive officer is terminated by the Company or its successor without “cause” within 12 months following a “change in control event” (as such terms are defined in the applicable PSU award agreement), 100% of the then-unvested PSUs would become immediately vested.
- (6) These RSU awards vest in four equal annual installments following the vesting commencement date, subject to the continued service of the executive officer. In the event the executive officer is terminated by the Company without “cause” or he resigns for “good reason” within 12 months (or 18 months in the case of Mr. Hoerter) following a “change in control” (as such terms are defined in the applicable employment agreement), 100% of the then-unvested time-based RSUs would become immediately vested.

- (7) These RSU awards vest in three equal annual installments following the vesting commencement date, subject to the continued service of the executive officer. In the event the executive officer is terminated by the Company without “cause” or he resigns for “good reason” within 12 months (or 18 months in the case of Mr. Hoerter) following a “change in control” (as such terms are defined in the applicable employment agreement), 100% of the then-unvested time-based RSUs would become immediately vested.
- (8) These stock options vest as to 25% of the shares underlying the grant on the first anniversary of the grant date with the remainder vesting in substantially equal installments monthly over the following three years, subject to the continued service of the executive officer through each vesting date.
- (9) This is comprised of two RSU grants to Dr. Dhanak. Of this amount, 75,000 RSU awards vest in two equal annual installments following the vesting commencement date, subject to the continued service of the named executive officer. The remaining 65,900 RSU awards vest in three equal annual installments following the vesting commencement date, subject to the continued service of the executive officer. In the event the named executive officer is terminated by the Company without “cause” or resigns for “good reason” within 12 months following a “change in control” (as such term is defined in Dr. Dhanak’s employment agreement), 100% of the then-unvested time based RSUs will become immediately vested.

Option Exercises and Stock Vested – 2023

The following table sets forth information concerning option exercises and the vesting of RSU awards for each of our named executive officers during the fiscal year ended December 31, 2023:

Named Executive Officer	Option Awards		Stock Awards	
	Number of Shares Acquired Upon Exercise (#)	Value Realized Upon Exercise (\$) ⁽¹⁾	Number of Shares Acquired Upon Vesting (#)	Value Realized Upon Vesting (\$) ⁽²⁾
Steven L. Hoerter	—	—	132,500	1,710,200
Thomas P. Kelly	—	—	33,408	507,496
Matthew L. Sherman, M.D.	—	—	40,838	598,363
Daniel L. Flynn, Ph.D.	—	—	33,408	507,496
Dashyant Dhanak, Ph.D.	—	—	—	—
Daniel C. Martin	—	—	23,694	359,480

- (1) The aggregate value realized upon the exercise of a stock option represents the number of shares exercised, multiplied by the excess of the closing price of our common stock on the exercise date over the exercise price.
- (2) The aggregate value realized upon the vesting of RSUs is calculated by multiplying the number of RSUs vested by the closing price of our common stock on the vesting date and does not necessarily reflect actual proceeds received.

Employment, Severance, and Change in Control Arrangements

We have entered into employment agreements with each of our named executive officers in connection with their employment with us. These employment agreements provide for “at will” employment. Such employment agreements established the named executive officer’s title, initial compensation arrangements and eligibility to participate in the employee benefit plans generally available to full-time employees, subject to the terms of those plans. We have also agreed to provide the following benefits under the employment agreements with each of our named executive officers.

Steven L. Hoerter, President and Chief Executive Officer. Pursuant to the employment agreement with Mr. Hoerter, our Chief Executive Officer, in the event Mr. Hoerter is terminated by us without “cause” or he resigns for “good reason” (as such terms are defined in the employment agreement), subject to the delivery of a fully effective release of claims and continued compliance with applicable restrictive covenants, Mr.

Hoerter will be entitled to (i) cash severance equal to 12 months base salary, plus an amount equal to Mr. Hoerter's annual target bonus, (ii) the monthly employer contribution for health insurance for Mr. Hoerter until the earliest of (x) twelve (12) months following the date of termination, (y) the end of his COBRA health continuation period, or (z) the date he becomes eligible for health insurance coverage in connection with new employment or self-employment, and (iii) any incentive compensation for the fiscal year prior to his termination date that has not been paid. In addition, Mr. Hoerter's employment agreement also provides that his cash severance amount will be subject to certain set-offs defined in his employment agreement. In the event Mr. Hoerter is terminated by us without cause or he resigns for good reason, within 18 months following a change in control (as defined in the employment agreement), subject to the delivery of a fully effective release of claims and continued compliance with applicable restrictive covenants, Mr. Hoerter will not be entitled to the severance benefits described above, but will instead be entitled to the following: (i) a lump sum cash severance equal to 200% of the sum of Mr. Hoerter's base salary and target annual incentive compensation, subject to certain set-offs defined in his employment agreement, (ii) the monthly employer contribution for health insurance for Mr. Hoerter until the earliest of (x) eighteen (18) months following the date of termination, (y) the end of his COBRA health continuation period, or (z) the date he becomes eligible for health insurance coverage in connection with new employment or self-employment, (iii) full accelerated vesting of all outstanding and unvested equity awards of the Company subject to time-based vesting held by Mr. Hoerter and extension of the post-termination exercise period with respect to any stock options held by Mr. Hoerter through the date that is 12 months following the date of termination, and, (iv) any incentive compensation for the fiscal year prior to his termination date that has not been paid.

Named Executive Officers Other Than Chief Executive Officer. Pursuant to the employment agreements with each of our other named executive officers, in the event the applicable executive is terminated by us without "cause" or he resigns for "good reason" (as such terms are defined in the applicable employment agreement), subject to the delivery of a fully effective release of claims and continued compliance with applicable restrictive covenants, the executive will be entitled to (i) cash severance equal to 12 months base salary, and (ii) the monthly employer contribution for health insurance for such executive until the earliest of (x) twelve (12) months following the date of termination, (y) the end of the executive's COBRA health continuation period, or (z) the date the executive becomes eligible for health insurance coverage in connection with new employment or self-employment. In addition to cash severance equal to 12 months of base salary, Dr. Sherman's employment agreement provides that in the event of his termination without cause or his resignation for good reason, Dr. Sherman will be entitled to a pro-rated amount equal to his target incentive bonus compensation for the then-current year pro-rated to account for the period of his employment with us during such year through the date of such termination, with such combined cash severance amount subject to certain set-offs defined in his employment agreement. However, in the event an executive is terminated by us without cause or he resigns for good reason, each within 12 months following a change in control (as defined in the applicable employment agreement), subject to the delivery of a fully effective release of claims and continued compliance with applicable restrictive covenants, the executive will not be entitled to the severance benefits described above, but will instead be entitled to the following: (i) a lump sum cash severance equal to 150%, in the case of Dr. Sherman, Mr. Kelly, and Dr. Dhanak and 100%, in the case of Mr. Martin, of the sum of such executive's base salary and target annual incentive compensation, subject in the case of Dr. Sherman to certain set-offs defined in his employment agreement, (ii) the monthly employer contribution for health insurance for such executive until the earliest of (x) eighteen (18) months following the date of termination, in the case of Mr. Kelly and Dr. Dhanak, and twelve (12) months following the date of termination, in the case of Dr. Sherman and Mr. Martin, (y) the end of the executive's COBRA

health continuation period, or (z) the date the executive becomes eligible for health insurance coverage in connection with new employment or self-employment, and (iii) full accelerated vesting of all outstanding and unvested equity awards of the Company subject to time-based vesting held by the executives and, in the case of Dr. Sherman, extension of the post-termination exercise period with respect to any stock options held by Dr. Sherman through the date that is 12 months following the date of termination.

The payments and benefits provided under the employment agreements in connection with a change in control may not be eligible for federal income tax deduction for the Company pursuant to Section 280G of the Internal Revenue Code. These payments and benefits may also be subject to an excise tax under Section 4999 of the Internal Revenue Code. If the payments or benefits payable to each executive in connection with a change in control would be subject to the excise tax imposed under Section 4999 of the Internal Revenue Code, then those payments or benefits will be reduced if such reduction would result in a higher net after-tax benefit to him.

Transition and Consulting Agreements with Daniel L. Flynn, Ph.D.

Daniel L. Flynn, Ph.D., our founder and former Executive Vice President, Chief Scientific Officer retired from his position on September 5, 2023. In connection with his resignation, Dr. Flynn entered into a transition agreement with us pursuant to which Dr. Flynn agreed to serve as a Senior Advisor for us from September 5, 2023 until December 31, 2023, during which time he continued to receive his then-current base salary and benefits. Pursuant to the terms of the transition agreement, Dr. Flynn received the full amount of his target incentive compensation for 2023. In addition, contemporaneous with the execution of the transition agreement, Dr. Flynn entered into a consulting agreement with us pursuant to which Dr. Flynn agreed to serve as a consultant effective January 1, 2024 from time to time and as requested by us. In exchange for his services, we will pay Dr. Flynn at an agreed upon hourly rate of \$500.00 per hour. The consulting agreement will continue to, and end on, December 31, 2027 unless earlier terminated.

Potential Payments Upon Termination or Change in Control

The amount of compensation and benefits payable to each named executive officer under our current employment agreements in various termination and change in control situations has been estimated in the table below, which assumes that such termination or change in control occurred on December 29, 2023, the last business day of our fiscal year ended December 31, 2023. For purposes of the following table, we have used \$16.13 per share, which was the closing price of our common stock on the Nasdaq Global Select Market as of December 29, 2023, to estimate the value of our common stock upon acceleration. The value of the option vesting acceleration was calculated by multiplying the number of unvested shares underlying stock options subject to vesting acceleration as of December 29, 2023 by the positive difference (if any) between the closing price of our common stock as reported on the Nasdaq Global Select Market on December 29, 2023 and the exercise price for such unvested stock options. The value of RSU and PSU vesting acceleration was calculated by multiplying the number of unvested RSUs or PSUs subject to vesting acceleration as of

December 31, 2023, by the closing price of our common stock as reported on the Nasdaq Global Select Market on December 29, 2023.

Name	Benefit	Triggering Event		
		Resignation for Good Reason or Termination Without Cause Not in Connection with a Sale Event (\$)	Termination Without Cause Within "Change in Control Period" Following a Sale Event (\$) ⁽¹⁾	Resignation for Good Reason Within "Change in Control Period" Following a Sale Event (\$) ⁽¹⁾
Steven L. Hoerter	Severance payments	738,200	1,476,400	1,476,400
	Cash incentive payments	442,920	885,840	885,840
	Healthcare continuation	32,940	49,410	49,410
	Acceleration of equity vesting awards ⁽¹⁾	—	2,835,679 ⁽²⁾	1,827,554 ⁽³⁾
	Total	1,214,060	5,247,329	4,239,204
Thomas P. Kelly	Severance payments	507,875	761,813	761,813
	Cash incentive payments	—	342,816	342,816
	Healthcare continuation	32,940	49,410	49,410
	Acceleration of equity vesting awards ⁽¹⁾	—	1,106,850 ⁽²⁾	973,874 ⁽³⁾
	Total	540,815	2,260,889	2,127,913
Matthew L. Sherman, M.D.	Severance payments	573,500	860,250	860,250
	Cash incentive payments	258,075	387,113	387,113
	Healthcare continuation	21,444	21,444	21,444
	Acceleration of equity vesting awards ⁽¹⁾	—	1,085,558 ⁽²⁾	952,583 ⁽³⁾
	Total	853,019	2,354,365	2,221,390
Dahyant Dhanak, Ph.D.	Severance payments	600,000	900,000	900,000
	Cash incentive payments	—	405,000	405,000
	Healthcare continuation	21,444	32,166	32,166
	Acceleration of equity vesting awards ⁽¹⁾	—	2,451,306 ⁽²⁾	2,451,306 ⁽³⁾
	Total	621,444	3,788,472	3,788,472
Daniel C. Martin	Severance payments	496,065	496,065	496,065
	Cash incentive payments	—	198,426	198,426
	Healthcare continuation	32,940	32,940	32,940
	Acceleration of equity vesting awards ⁽¹⁾	—	758,803 ⁽²⁾	668,878 ⁽³⁾
	Total	529,005	1,486,234	1,396,309

(1) The "Change in Control Period" refers to the period within 12 months (18 months for Mr. Hoerter) after a "change in control" (as defined in each named executive officer's employment agreement); except that the "change in control period" for purposes of PSU acceleration refers to the period within 12 months after a "change in control" (as defined in each PSU award agreement).

(2) Represents the value of acceleration of vesting of 100% of the unvested and outstanding time- and performance-based equity awards, as applicable, based on the market price of a share of our common stock on December 29, 2023, which was \$16.13.

(3) Represents the value of acceleration of vesting of 100% of the unvested and outstanding time-based equity awards, based on the market price of a share of our common stock on December 29, 2023, which was \$16.13.

Other Agreements

In connection with their employment, each of our named executive officers is subject to standard confidentiality and non-disclosure, assignment of intellectual property work product and 12-month post-termination non-competition and non-solicitation of employees, consultants, and customers covenants.

Indemnification Agreements

We have entered into indemnification agreements with each of our directors and officers, the forms of which are attached as exhibits to our Annual Report filed on Form 10-K for the fiscal year ended December 31, 2023. The indemnification agreements and our Certificate of Incorporation and By-laws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

CEO Pay Ratio Disclosure

As required by Section 953(b) of the Dodd-Frank Act, and Item 402(u) of Regulation S-K, we are disclosing the ratio of the annual total compensation of our Chief Executive Officer to the annual total compensation of our median employee.

For 2023:

- the annual total compensation of our Chief Executive Officer was \$6,010,712 (as disclosed in the Summary Compensation Table above);
- the annual total compensation of our median employee was \$286,140; and
- the ratio of the annual total compensation of our Chief Executive Officer to the annual total compensation of our median employee was 21.0 to 1.

As permitted by the SEC rules, we identified our median employee as of December 31, 2023, and calculated the total annual compensation arrangements by: (i) calculating for each full-time employee, except our Chief Executive Officer, and part-time employee on that date (a) actual annual base salary in 2023 (annualized for new hires who were not employed for the entire year and for permanent employees on an unpaid leave of absence for a portion of the year), (b) actual annual bonus earned in 2023 (annualized for new hires who were not employed for the entire year and for permanent employees on an unpaid leave of absence for a portion of the year), and (c) the grant date fair value of all equity awards granted in 2023; and (ii) ranking this compensation from lowest to highest to identify our median employee. We used this compensation as our consistently applied compensation measure because we believe it was representative of our employee compensation. After identifying our median employee and ensuring this employee did not have anomalous compensation in 2023, we then calculated the annual total compensation of our median employee using the same methodology we used for our Chief Executive Officer, and our other named executive officers, in the Summary Compensation Table above.

The pay ratio above is a reasonable estimate calculated in a manner consistent with the SEC rules. The SEC rules provide companies with significant flexibility in identifying the median employee and calculating the pay ratio, including flexibility to adopt a variety of methodologies, to apply certain exclusions and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. Accordingly, the pay ratio above may not be comparable with the pay ratios of other companies, even companies within our industry.

Pay Versus Performance Disclosure

As required by Item 402(v) of Regulation S-K, we are providing the following information regarding the relationship between executive compensation and our financial performance for each of the last three completed fiscal years. In determining the “compensation actually paid” to our named executive officers, we

are required to make various adjustments to amounts that have been previously reported in the Summary Compensation Table in previous years, as the SEC's valuation methods for this section differ from those required in the Summary Compensation Table. The table below summarizes compensation values both previously reported in our Summary Compensation Table, as well as the adjusted values required in this section for the 2020, 2021, 2022, and 2023 calendar years. The compensation reported is an average for all of our named executive officers other than our principal executive officer.

Year	Summary Compensation Table Total for PEO ⁽¹⁾	Compensation Actually Paid to PEO ⁽³⁾⁽⁴⁾	Average Summary Compensation Table Total for Non-PEO NEOs ⁽²⁾	Average Compensation Actually Paid to Non-PEO NEOs ⁽³⁾⁽⁴⁾	Value of Initial Fixed \$100 Investment Based on		Net Income (Loss) (in thousands)	U.S. Revenue (in thousands) ⁽⁷⁾
					DCPH Total Shareholder Return ⁽⁵⁾	Peer Group Total Shareholder Return ⁽⁵⁾⁽⁶⁾		
2023	\$ 6,010,712	\$ 5,464,654	\$ 2,160,242	\$ 2,199,108	\$ 28.26	\$ 91.84	\$ (194,942)	\$ 121,546
2022	\$ 3,554,485	\$ 8,973,553	\$ 1,352,930	\$ 2,798,275	\$ 28.72	\$ 88.53	\$ (178,931)	\$ 97,216
2021	\$ 9,414,654	\$ (8,237,764)	\$ 3,222,924	\$ (1,895,123)	\$ 17.12	\$ 99.37	\$ (299,964)	\$ 81,476
2020	\$ 7,794,944	\$ 3,746,626	\$ 2,357,955	\$ 1,772,876	\$ 91.69	\$ 125.69	\$ (266,489)	\$ 37,989

- (1) In 2023, 2022, 2021, and 2020 our principal executive officer was Steven L. Hoerter.
- (2) In 2023, our other named executive officers were Thomas P. Kelly, Matthew L. Sherman, M.D., Daniel L. Flynn, Ph.D., Dashyant Dhanak, Ph.D., and Daniel C. Martin. In 2021 and 2022, our other named executive officers were Thomas P. Kelly, Matthew L. Sherman, M.D., Daniel L. Flynn, Ph.D., and Daniel C. Martin. In 2020, our other named executive officers were Thomas P. Kelly, Matthew L. Sherman, M.D., Daniel L. Flynn, Ph.D., Daniel C. Martin, and Stephen B Ruddy, Ph.D.
- (3) The following table summarizes the adjustments made in accordance with Item 402(v) of Regulation S-K in order to determine the compensation amounts shown as being "Actually Paid" in the table above:

Adjustments	2023		2022		2021		2020	
	PEO	Average Non-PEO NEOs	PEO	Average Non-PEO NEOs	PEO	Average Non-PEO NEOs	PEO	Average Non-PEO NEOs
Total Compensation from Summary Compensation Table	\$ 6,010,712	\$ 2,160,242	\$ 3,554,485	\$ 1,352,930	\$ 9,414,654	\$ 3,222,924	\$ 7,794,944	\$ 2,357,955
Adjustments for stock option and restricted stock awards								
(Subtraction): Summary Compensation Table Stock Award Amounts and Option Award Amounts	(4,772,100)	(1,438,222)	(2,311,965)	(574,162)	(8,402,574)	(2,566,220)	(6,597,306)	(1,642,525)
Addition: Fair value at year end of equity awards granted during the covered fiscal year that are outstanding and unvested at year end	2,409,628	1,283,255	4,139,605	1,078,617	2,412,177	853,115	5,621,499	1,461,294
Addition (Subtraction): Year-over-year change in fair value of equity awards granted in any prior fiscal year that are outstanding and unvested at year end	51,931	4,708	1,867,341	586,710	(9,301,993)	(2,497,620)	(913,426)	(279,492)
Addition: Vesting date fair value of equity awards granted and vesting during such year	2,132,494	259,426	976,429	176,855	809,790	180,286	1,325,624	264,075
Addition (Subtraction): Change as of the vesting date (from the end of the prior fiscal year) in fair value of equity awards granted in any prior fiscal year for which vesting conditions were satisfied during such year	(368,011)	(70,301)	747,658	177,325	(3,169,818)	(1,087,608)	(3,484,709)	(388,431)
Compensation Actually Paid (as calculated)	\$ 5,464,654	\$ 2,199,108	\$ 8,973,553	\$ 2,798,275	\$ (8,237,764)	\$ (1,895,123)	\$ 3,746,626	\$ 1,772,876

- (4) The fair value of stock options included in compensation actually paid is estimated using a Black-Scholes option pricing model in accordance with the SEC rules. This model uses both historical data and current market data to estimate the fair

value of options and requires several assumptions. The range of assumptions used in estimating the fair value for the stock options included in compensation actually paid during 2023, 2022, 2021, and 2020 are as follows:

	2023	2022	2021	2020
Risk-free interest rate	3.39-4.88%	1.35 - 4.33%	0.50 - 1.39%	0.30 - 1.75%
Expected term (in years)	5.50 - 6.25 years	5.50 - 6.25 years	5.50 - 6.25 years	5.50 - 6.25 years
Expected volatility	81.8 - 87.7%	76.7 - 82.8%	73.1 - 81.1%	72.2 - 81.1%
Expected dividend yield	0%	0%	0%	0%

- (5) Value assumes \$100 invested on December 31, 2019
- (6) Reflects cumulative total shareholder return of the Nasdaq Biotechnology Index, as of December 31, 2023, weighted according to the constituent companies' market capitalization at the beginning of each period for which a return is indicated. The Nasdaq Biotechnology Index is the peer group used by the Company for purposes of Item 201(e) of Regulation S-K under the Exchange Act in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.
- (7) The Company has identified revenue in the U.S. as the Company-Selected Measure for the pay versus performance disclosure, as it represents the most important financial performance measure used to link compensation actually paid to the Chief Executive Officer and the other named executive officers to the Company's performance. For additional information about performance measures, see the discussion under "Tabular List" below.

Tabular List

Item 402(v) of Regulation S-K requires us to identify the most important financial measure that we used to link compensation actually paid to our named executive officers to company performance for the most recently completed fiscal year (the "Company-Selected Measure"). Our 2023 corporate goals included achieving a revenue target for QINLOCK in the U.S. and was our most important financial performance measure. The U.S. revenue target was one of many factors considered in determining the compensation paid to our named executive officers in 2023.

The following is a tabular list of the seven most important performance measures in 2023, including our financial performance measure, that we use to link compensation actually paid to our named executive officers, and appear in no particular order:

- 1 Maximize the value of QINLOCK for patients and stockholders and initiate the INSIGHT study of QINLOCK versus sunitinib in second-line GIST patients with mutations in KIT exon 11 and 17/18;
- 2 Rapidly advance vimseltinib in our Phase 3 MOTION study in TGCT;
- 3 Advance DCC-3116 in clinical development;
- 4 Advance our research pipeline;
- 5 Invest in our culture and enable future growth;
- 6 Achieve U.S. revenue target; and
- 7 Achieve European revenue target.

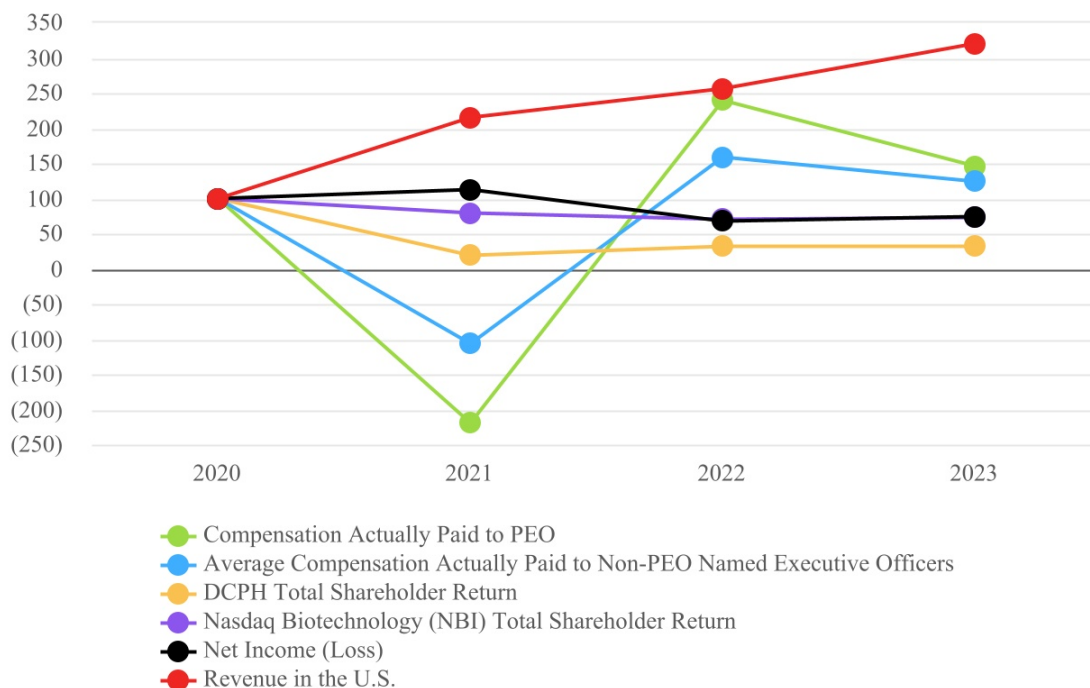
For further discussion of our executive compensation program, see the "Compensation Discussion and Analysis" section of this Proxy Statement.

Relationships Between Pay and Performance

The chart below represents a comparison of the compensation actually paid to our principal executive officer and the average compensation "actually paid" to our other named executive officers set forth in the

Pay versus Performance table above, as compared against the following performance measures: (1) our cumulative total shareholder return (“TSR”), (2) the Nasdaq Biotechnology Index (“NBI”) total shareholder return, (3) our net loss, and (4) our total U.S revenue in 2023. The chart below also represents a comparison of our TSR against our peer group (NBI) TSR. For purposes of comparison, each of the metrics in the chart has been presented on a scaled basis, assuming an initial starting value of \$100 in each instance.

Pay vs. Performance



COMPENSATION COMMITTEE REPORT

The information contained in this report shall not be deemed to be (1) “soliciting material,” (2) “filed” with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent that we specifically incorporate it by reference into such filing.

The Compensation Committee reviewed and discussed the section titled “Compensation Discussion & Analysis” with management. Based on the review and discussions, the Compensation Committee recommended to the Board of Directors that the section titled “Compensation Discussion & Analysis” be included in this Proxy Statement for filing with the SEC.

THE COMPENSATION COMMITTEE

James A. Bristol, Ph.D.

Susan L. Kelley, M.D.

Dennis L. Walsh

EQUITY COMPENSATION PLANS

The following table sets forth information as of December 31, 2023 regarding shares of common stock that may be issued under our equity compensation plans, consisting of the 2015 Plan, 2017 Plan, 2017 ESPP, and 2022 Inducement Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options and restricted stock units (#)	Weighted-average exercise price of outstanding options (\$) ⁽¹⁾	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders	11,325,248	\$23.31	3,690,794 ⁽²⁾
Equity compensation plans not approved by security holders	588,928	14.73	444,400
Total	11,914,176 ⁽³⁾	\$22.98	4,135,194 ⁽⁴⁾

- (1) Represents the weighted average exercise price of outstanding stock options. Outstanding RSUs and PSUs are not included in such weighted average exercise price calculations because RSUs and PSUs do not have an exercise price.
- (2) The 2017 Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each January 1, beginning on January 1, 2018, by 4% of the outstanding number of shares of our common stock on the immediately preceding December 31, or such lesser number of shares as determined by our Compensation Committee. The 2017 ESPP provides that the number of shares reserved and available for issuance will automatically increase each January 1, beginning on January 1, 2018, until January 1, 2027, by the lesser of 400,000 shares of our common stock, 1% of the outstanding number of shares of our common stock on the immediately preceding December 31, or such lesser number of shares as determined by our Compensation Committee.
- (3) Includes 9,259,468 shares of common stock issuable upon the exercise of outstanding options under the 2015, 2017, and 2022 Plans, 2,534,305 shares subject to RSUs issued under the 2017 and 2022 Plans, and 120,403 shares subject to PSUs issued under the 2017 Plan.
- (4) As of December 31, 2023, there were 1,471,244 shares available for grant under the 2017 Plan, 444,400 shares available for grant under the 2022 Inducement Plan and 2,219,550 shares available for grants under the 2017 ESPP. This does not include 3,220,133 shares added to the 2017 Plan, 400,000 shares added to the 2017 ESPP pursuant to their terms on January 1, 2024 and 355,600 shares added to the 2022 Inducement Plan, as amended, in February 2024. Immediately preceding the closing of our IPO in September 2017, the 2017 Plan became effective, and as a result, no additional equity awards may be granted under the 2015 Plan.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Other than compensation arrangements, we describe below the transactions, and series of similar transactions, since January 1, 2023, to which we were a party or will be a party, in which:

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

In connection with the completion of our IPO in September 2017, we adopted a written related party policy that requires all future transactions between us and any director, executive officer, nominee for director, beneficial owner of 5% or more of our capital stock, or any member of the immediate family of, or entities affiliated with, any of them, or any other related persons (as defined in Item 404 of Regulation S-K) or their affiliates, in which the amount involved is equal to or greater than \$120,000, be approved in advance by our Audit Committee. Any request for such a transaction must first be presented to our Audit Committee for review, consideration and approval. In approving or rejecting any such proposal, our Audit Committee is to consider the relevant facts and circumstances available and deemed relevant to the Audit Committee, including, but not limited to, the extent of the related party's interest in the transaction, and whether the transaction is on terms no less favorable to us than terms we could have generally obtained from an unaffiliated third party under the same or similar circumstances.

Registration Rights Agreement

On October 2, 2017, we and certain holders of our common stock entered into a registration rights agreement, which provides for registration rights in respect of certain of our securities. The registration rights agreement is attached as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Compensation for Immediate Family Members of Executive Officers and Directors

Mary Anjanette Wilhelm, a sister-in-law of Dr. Daniel L. Flynn, our founder and former Executive Vice President and our Chief Scientific Officer, is an Executive Assistant at the Company and earned an aggregate of \$142,549 in total compensation in 2023, including base salary, annual incentive bonus, the grant date fair value of a restricted stock award granted in 2023 (which amount reflects the accounting expense for this award and does not necessarily correspond to the actual value, if any, that could be recognized by Ms. Wilhelm), and any other compensation. She also participates in the Company's general welfare and benefit plans. Her compensation was established in accordance with the Company's employment and compensation practices applicable to employees with equivalent qualifications and responsibilities and holding similar positions. During his employment, Dr. Flynn did not have a material interest in his sister-in-law's employment, nor does he share a household with her. This transaction was approved in compliance with our related party policy described above.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of our common stock as of March 31, 2024, for: each person known to us to be the beneficial owner of more than 5% of our outstanding common stock; each of our named executive officers; each of our directors and nominees; and all of our directors and executive officers 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. Except as noted by footnote, and subject to community property laws where applicable, we believe based on the information provided to us that the persons and entities named in the table below have sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by them.

The table lists applicable percentage ownership based on 82,158,670 shares of our common stock outstanding as of March 31, 2024. The number of shares beneficially owned includes shares of our common stock that each person has the right to acquire within 60 days of March 31, 2024, including upon the exercise of stock options and warrants, the vesting of RSUs or PSUs, the purchase of shares under the 2017 ESPP (“ESPP Shares”), as applicable. These stock options, RSUs, PSUs, and ESPP Shares shall be deemed to be outstanding for the purpose of computing the percentage of outstanding shares of our common stock owned by such person but shall not be deemed to be outstanding for the purpose of computing the percentage of outstanding shares of our common stock owned by any other person. Under the 2017 ESPP, the purchase price of ESPP Shares is equal to 85% of the lesser of (i) the fair market value per share of the common stock on the first business day of an offering period and (ii) the fair market value per share of the common stock on the purchase date. We have estimated such shares as disclosed within the table below as the number of ESPP Shares that could be acquired based on the stock price at the commencement of the offering period. However, we cannot definitively calculate the number of ESPP Shares that will be purchasable within 60 days of March 31, 2024, therefore the actual number of shares purchased at the end of the offering period could differ.

Name and Address of Beneficial Owner ⁽¹⁾	Shares Beneficially Owned	
	Number	Percent
5% Stockholders		
Brightstar Associates LLC ⁽²⁾	23,107,844	28.13%
Redmile Group, LLC ⁽³⁾	8,359,768	10.18%
Blackrock Inc. ⁽⁴⁾	5,976,266	7.27%
Deerfield Mgmt, L.P. ⁽⁵⁾	5,788,024	7.04%
Armistice Capital, LLC ⁽⁶⁾	5,200,000	6.33%
The Vanguard Group ⁽⁷⁾	4,401,636	5.36%
Named Executive Officers and Directors		
Steven L. Hoerter ⁽⁸⁾	1,452,319	1.74%
Thomas P. Kelly ⁽⁹⁾	639,549	*
Matthew L. Sherman, M.D. ⁽¹⁰⁾	425,405	*
Dashyant Dhanak, Ph.D. ⁽¹¹⁾	4,319	*
Daniel C. Martin ⁽¹²⁾	323,556	*
Patricia L. Allen ⁽¹³⁾	85,935	*
Edward J. Benz, Jr., M.D. ⁽¹⁴⁾	108,914	*
James A. Bristol, Ph.D. ⁽¹⁵⁾	166,437	*
Frank S. Friedman ⁽¹⁶⁾	92,207	*
Susan L. Kelley, M.D. ⁽¹⁷⁾	80,062	*
John R. Martin ⁽¹⁸⁾	118,500	*
Ron Squarer ⁽¹⁹⁾	80,707	*
Dennis L. Walsh ⁽²⁰⁾	145,807	*
All directors and executive officers as a group (14 persons) ⁽²¹⁾	4,009,928	4.67%

* Indicates beneficial ownership of less than one percent.

(1) Unless otherwise indicated, the address for each beneficial owner is c/o Deciphera Pharmaceuticals, Inc., 200 Smith Street, Waltham, Massachusetts 02451.

- (2) Based on the Schedule 13G/A filed with the SEC by Brightstar Associates LLC (“Brightstar”) on February 9, 2024. Consists of an aggregate of 23,059,708 shares of common stock and a currently exercisable warrant to purchase up to an additional 48,136 shares of common stock directly held by Brightstar. Brightstar is managed by a three-person managing board consisting of Greg A. Hamilton, Mark K. Fallon, and Timothy Fritzel, and all action relating to the voting or disposition of these shares requires approval of a majority of the board. Such individuals expressly disclaim any beneficial ownership in these shares. The address of Brightstar is 1020 Central Street, Suite 300, Kansas City, Missouri 64105.
- (3) Based on the Schedule 13G/A filed with the SEC by Redmile Group, LLC, Jeremy C. Green and RedCo II Master Fund, L.P. on February 14, 2024. Consists of 4,801,540 shares of common stock owned by certain private investment vehicles and/or separately managed accounts managed by Redmile Group, LLC (“Redmile Funds”), and warrants to purchase 4,250,000 shares of common stock, subject to the Beneficial Ownership limit of 9.99% of the Company’s outstanding common stock, which shares may be deemed beneficially owned by Redmile Group, LLC as investment manager of the Redmile Funds, and by Jeremy C. Green as the principal of Redmile Group, LLC. Within the beneficially owned shares amount presented in the table above, the shares include 3,558,228 shares of common stock issuable upon exercise of warrants, which was the maximum number of shares that could be issued upon the exercise of warrants based on the Schedule 13G/A filed with the SEC by Redmile Group, LLC, Jeremy C. Green and RedCo II Master Fund, L.P. on February 14, 2024. Redmile Group, LLC and Mr. Green each disclaim beneficial ownership of these shares, except to the extent of its or his pecuniary interest in such shares, if any. RedCo II Master Fund, L.P.’s beneficial ownership is comprised of 1,305,556 shares of common stock and, RedCo II Master Fund, L.P. also beneficially owns 3,950,000 shares of common stock issuable upon exercise of warrants directly held by RedCo II Master Fund, L.P. The address of Redmile Group, LLC and RedCo II Master Fund, L.P. is One Letterman Drive, Building D, Suite D3-300, The Presidio of San Francisco, San Francisco, CA 94129. The address of Mr. Green is c/o Redmile Group, LLC, 45 W. 27th Street, Floor 11, New York, NY 10001.
- (4) Based on the Schedule 13G/A filed with the SEC by Blackrock, Inc. (“Blackrock”) on January 26, 2024. Consists of an aggregate of 5,976,266 shares of common stock owned by separately managed accounts managed by Blackrock or their affiliates, which shares of common stock may be deemed beneficially owned by Blackrock or their affiliates as investment manager of such separately managed accounts. Blackrock has sole voting power with respect to 5,771,428 shares and sole dispositive power with respect to 5,976,266 shares. The address of Blackrock is 50 Hudson Yards, New York, NY 10001.
- (5) Based on the Schedule 13G/A filed with the SEC by Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Partners, L.P. (collectively, “Deerfield”) and James E. Flynn on February 12, 2024. Consists of an aggregate of 5,788,024 shares of common stock held directly by Deerfield Partners, L.P., over which each of the Deerfield entities has shared voting power and shared dispositive power. The reported securities may also be deemed beneficially owned by James E. Flynn. The address of Deerfield and James E. Flynn is 345 Park Avenue South, 12th Floor, New York, NY 10010.
- (6) Based on the Schedule 13G/A filed with the SEC by Armistice Capital, LLC (“Armistice Capital”) and Steven Boyd on February 14, 2024. Consists of an aggregate of 5,200,000 shares of common stock owned directly by Armistice Capital Master Fund Ltd. (the “Master Fund”). Armistice Capital is the investment manager of the Master Fund, and pursuant to an Investment Management Agreement, Armistice Capital exercises voting and investment power over the securities held by the Master Fund

and thus may be deemed to beneficially own the securities held by the Master Fund. Mr. Boyd, as the managing member of Armistice Capital, may be deemed to beneficially own the securities held by the Master Fund. The Master Fund specifically disclaims beneficial ownership of the securities of the Issuer directly held by it by virtue of its inability to vote or dispose of such securities as a result of its Investment Management Agreement with Armistice Capital. The address of Armistice Capital and Steven Boyd is 510 Madison Avenue, 7th Floor, New York, NY 10022.

- (7) Based on the Schedule 13G/A filed with the SEC by The Vanguard Group (“Vanguard”) on February 13, 2024. Consists of an aggregate of 4,401,636 shares of common stock owned by separately managed accounts managed by Vanguard or their affiliates, which shares of common stock may be deemed beneficially owned by Vanguard or their affiliates as investment manager of such separately managed accounts. Vanguard has shared voting power with respect to 53,521 shares, sole dispositive power with respect to 4,306,557 shares, and shared dispositive power with respect to 95,079 shares. The address of Vanguard is 100 Vanguard Blvd. Malvern, PA 19355.
- (8) Includes (i) 72,763 shares held directly by Mr. Hoerter and (ii) 1,379,556 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (9) Includes (i) 42,478 shares held directly by Mr. Kelly and (ii) 597,071 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (10) Includes (i) 70,867 shares held directly by Dr. Sherman, (ii) 353,172 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024, and (iii) 1,366 ESPP Shares purchasable within 60 days of March 31, 2024.
- (11) Consists of 4,319 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (12) Includes (i) 31,330 shares held directly by Mr. Martin and (ii) 292,226 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (13) Consists of 85,935 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (14) Consists of 108,914 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (15) Consists of 166,437 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (16) Includes (i) 10,000 shares held directly by Mr. Friedman and (ii) 82,207 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (17) Consists of 80,062 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (18) Consists of 118,500 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (19) Consists of 80,707 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (20) Includes (i) 11,000 shares held directly by Mr. Walsh and (ii) 134,807 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024.
- (21) See notes 9-21 above. Also includes (i) 34,243 shares held directly or indirectly by Ms. Pitman, and (ii) 251,968 shares of common stock issuable pursuant to stock options exercisable within 60 days of March 31, 2024 held by Ms. Pitman, who is an executive officer but not a named executive officer.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership (Forms 3, 4, and 5) with the SEC. Officers, directors, and greater than 10% stockholders are required to furnish us with copies of all such forms which they file.

Delinquent Section 16(a) Reports

To our knowledge, based solely on our review of such reports or written representations from certain reporting persons, we believe that all of the filing requirements applicable to our officers, directors, greater than 10% beneficial owners, and other persons subject to Section 16 of the Exchange Act were complied with during the year ended December 31, 2023.

HOUSEHOLDING OF PROXY MATERIALS

Some banks, brokers, and other nominee record holders may be participating in the practice of “householding” proxy statements and annual reports. This means that only one copy of the Notice of Internet Availability of Proxy Materials, Proxy Statement, and Annual Report on Form 10-K for the year ended December 31, 2023, as applicable, is being delivered to multiple stockholders sharing an address unless we have received contrary instructions. We will promptly deliver a separate copy of any of these documents to you if you write to us at 200 Smith Street, Waltham, Massachusetts 02451, Attention: Secretary or call us at (781) 209-6400. If you want to receive separate copies of the Notice of Internet Availability of Proxy Materials, Proxy Statement, or Annual Report on Form 10-K in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address or telephone number.

TRANSACTION OF OTHER BUSINESS

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

APPENDIX A

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

DECIPHERA PHARMACEUTICALS, INC.

Deciphera Pharmaceuticals, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

1. The name of the Corporation is Deciphera Pharmaceuticals, Inc. The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was July 31, 2017 (the “Original Certificate”).
2. The Original Certificate was first amended and restated on October 2, 2017, and was duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware (the “DGCL”) (such amendment, the “Prior Certificate”).
3. This further Amended and Restated Certificate of Incorporation (the “Certificate”) amends, restates and integrates the provisions of the Prior Certificate, and was duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the DGCL.
4. This Certificate shall become effective at 8:30 AM ET on June [___], 2024.
5. The text of the Prior Certificate is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE I

The name of the Corporation is Deciphera Pharmaceuticals, Inc.

ARTICLE II

The address of the Corporation’s registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred and fifty-five million (255,000,000) which (i) two hundred and fifty million (250,000,000) shares shall be a class designated as common stock, par value \$0.01 per share (the “Common Stock”), and (ii) five million (5,000,000) shares shall be a class designated as undesignated preferred stock, par value \$0.01 per share (the “Undesignated Preferred Stock”).

Except as otherwise provided in any certificate of designations of any series of Undesignated Preferred Stock, the number of authorized shares of the class of Common Stock or Undesignated Preferred Stock may from time to time be increased or decreased (but not below the number of shares of such class outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding shares of capital stock of the Corporation irrespective of the provisions of Section 242(b)(2) of the DGCL.

The powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below in, this Article IV.

A. COMMON STOCK

Subject to all the rights, powers and preferences of the Undesignated Preferred Stock and except as provided by law or in this Certificate (or in any certificate of designations of any series of Undesignated Preferred Stock):

(a) the holders of the Common Stock shall have the exclusive right to vote for the election of directors of the Corporation (the “Directors”) and on all other matters requiring stockholder action, each outstanding share entitling the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate (or on any amendment to a certificate of designations of any series of Undesignated Preferred Stock) that relates solely to the powers, preferences, rights or other terms of one or more outstanding series of Undesignated Preferred Stock if the holders of such affected series of Undesignated Preferred Stock are entitled to vote, either separately or together with the holders of one or more other such series, on such amendment pursuant to this Certificate (or pursuant to a certificate of designations of any series of Undesignated Preferred Stock) or pursuant to the DGCL;

(b) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends, but only when and as declared by the Corporation’s Board of Directors (the “Board of Directors”) or any authorized committee thereof; and

(c) upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.

B. UNDESIGNATED PREFERRED STOCK

The Board of Directors or any authorized committee thereof is expressly authorized, to the fullest extent permitted by law, to provide by resolution or resolutions for, out of the unissued shares of Undesignated Preferred Stock, the issuance of the shares of Undesignated Preferred Stock in one or more series of such stock, and by filing a certificate of designations pursuant to applicable law of the State of Delaware, to establish or change from time to time the number of shares of each such series, and to fix the designations, powers, including voting powers, full or limited, or no voting powers, preferences and the relative, participating, optional or other special rights of the shares of each series and any qualifications, limitations and restrictions thereof.

ARTICLE V

STOCKHOLDER ACTION

1. Action without Meeting. Any action required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders and may not be taken or effected by a written consent of stockholders in lieu thereof.
2. Special Meetings. Except as otherwise required by statute and subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock, special meetings of the stockholders of the Corporation may be called only by the Board of Directors acting pursuant to a resolution approved by the affirmative vote of a majority of the Directors then in office, and special meetings of stockholders may not be called by any other person or persons. Only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders of the Corporation.

ARTICLE VI

DIRECTORS

1. General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors except as otherwise provided herein or required by law.
2. Election of Directors. Election of Directors need not be by written ballot unless the By-laws of the Corporation (the "By-laws") shall so provide.
3. Number of Directors; Term of Office. The number of Directors of the Corporation shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board of Directors. The Directors, other than those who may be elected by the holders of any series of Undesignated Preferred Stock, shall be divided, with respect to the term for which they severally hold office, into three classes. The initial Class I Directors of the Corporation shall be James A. Bristol, Michael Ross and Michael D. Taylor; the initial Class II Directors of the Corporation shall be John R. Martin and Liam Ratcliffe and; and the initial Class III Directors of the Corporation shall be Patricia L. Allen, Edward J. Benz, Jr. and Dennis L. Walsh. The initial Class I Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 2018, the initial Class II Directors shall serve for a term expiring at the annual meeting of stockholders to be held in 2019, and the initial Class III Directors shall serve for a term expiring at the annual meeting of stockholders to be held in

2020. At each annual meeting of stockholders, Directors elected to succeed those Directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election. Notwithstanding the foregoing, the Directors elected to each class shall hold office until their successors are duly elected and qualified or until their earlier resignation, death or removal.

Notwithstanding the foregoing, whenever, pursuant to the provisions of Article IV of this Certificate, the holders of any one or more series of Undesignated Preferred Stock shall have the right, voting separately as a series or together with holders of other such series, to elect Directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Certificate and any certificate of designations applicable to such series.

4. Vacancies. Subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock to elect Directors and to fill vacancies in the Board of Directors relating thereto, any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in the size of the Board of Directors, or the death, resignation, disqualification or removal of a Director, shall be filled solely and exclusively by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors, and not by the stockholders. Any Director appointed in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor shall have been duly elected and qualified or until his or her earlier resignation, death or removal. Subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock to elect Directors, when the number of Directors is increased or decreased, the Board of Directors shall, subject to Article VI.3 hereof, determine the class or classes to which the increased or decreased number of Directors shall be apportioned; provided, however, that no decrease in the number of Directors shall shorten the term of any incumbent Director. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, shall exercise the powers of the full Board of Directors until the vacancy is filled.

5. Removal. Subject to the rights, if any, of any series of Undesignated Preferred Stock to elect Directors and to remove any Director whom the holders of any such series have the right to elect, any Director (including persons elected by Directors to fill vacancies in the Board of Directors) may be removed from office (i) only with cause and (ii) only by the affirmative vote of the holders of 75% or more of the voting power of the outstanding shares of capital stock then entitled to vote at an election of Directors, voting together as a single class. At least forty-five (45) days prior to any annual or special meeting of stockholders at which it is proposed that any Director be removed from office, written notice of such proposed removal and the alleged grounds thereof shall be sent to the Director whose removal will be considered at the meeting. ARTICLE VII

LIMITATION OF LIABILITY

A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any amendment, repeal or modification of this Article VII by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as a Director at the time of such amendment, repeal or modification.

ARTICLE VIII

EXCLUSIVE JURISDICTION OF DELAWARE COURTS

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, other employee or stockholder of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL or the Corporation's Certificate of Incorporation or Bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article VIII.

ARTICLE IX

AMENDMENT OF BY-LAWS

1. Amendment by Directors. Except as otherwise provided by law, the By-laws of the Corporation may be amended or repealed by the Board of Directors by the affirmative vote of a majority of the Directors then in office.
2. Amendment by Stockholders. The By-laws of the Corporation may be amended or repealed at any annual meeting of stockholders, or special meeting of stockholders called for such purpose, by the affirmative vote of at least 75% of the voting power of the outstanding shares of capital stock entitled to vote on such amendment or repeal, voting together as a single class; provided, however, that if the Board of Directors recommends that stockholders approve such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of the majority of the voting power of the outstanding shares of capital stock entitled to vote on such amendment or repeal, voting together as a single class.

ARTICLE X

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal this Certificate in the manner now or hereafter prescribed by statute and this Certificate, and all rights conferred upon stockholders herein are granted subject to this reservation. Whenever any vote of the holders of capital stock of the Corporation is required to amend or repeal any provision of this Certificate, and in addition to any other vote of holders of capital stock that is required by this Certificate or by law, such amendment or repeal shall require the affirmative vote of the

majority of the voting power of the outstanding shares of capital stock entitled to vote on such amendment or repeal, and the affirmative vote of the majority of the voting power of the outstanding shares of each class entitled to vote thereon as a class, at a duly constituted meeting of stockholders called expressly for such purpose; provided, however, that the affirmative vote of not less than 75% of the voting power of the outstanding shares of capital stock entitled to vote on such amendment or repeal, and the affirmative vote of not less than 75% of the voting power of the outstanding shares of each class entitled to vote thereon as a class, shall be required to amend or repeal any provision of Article V, Article VI, Article VII, Article VIII, Article IX or Article X of this Certificate.

ARTICLE XI

LIMITATION OF OFFICER LIABILITY

To the fullest extent permitted by law, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this Article XI, "Officer" shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

Any amendment, repeal or modification of this Article XI by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification.

[End of Text]

THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION is executed as of this [] day of June, 2024.

Deciphera Pharmaceuticals,
Inc.

By: /s/ Steven L. Hoerter

Name: Steven L. Hoerter

Title: President and Chief
Executive Officer



Your vote matters!

Have your ballot ready and please use one of the methods below for **easy voting**:

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.

Scan QR for digital voting

Deciphera Pharmaceuticals, Inc.

Annual Meeting of Stockholders

For Stockholders of record as of April 23, 2024
Thursday, June 20, 2024 8:30 AM, Eastern Time

Annual Meeting to be held virtually over the Internet - please visit www.proxydocs.com/DCPH for more details.

YOUR VOTE IS IMPORTANT!
PLEASE VOTE BY: 5:00 PM, Eastern Time, June 18, 2024.

This proxy is being solicited on behalf of the Board of Directors

The undersigned hereby appoints the President and Chief Executive Officer and the General Counsel of the Company and each or either of them, as the Proxies of the undersigned, with full power of substitution and revocation, and authorizes them, and each of them, to vote all the shares of common stock of Deciphera Pharmaceuticals, Inc. which the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such Proxies to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS RECOMMENDATION. This proxy, when properly executed, will be voted in the manner directed herein. In their discretion, the Proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Proxies cannot vote your shares unless you sign (on the reverse side) and return this card.

PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE

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Internet:

www.proxypush.com/DCPH

- Cast your vote online
- **Have your Proxy Card ready**
- Follow the simple instructions to record your vote



Phone:

1-855-635-6590

- Use any touch-tone telephone
- **Have your Proxy Card ready**
- Follow the simple recorded instructions



Mail:

- Mark, sign and date your Proxy Card
- Fold and return your Proxy Card in the postage-paid envelope provided



Virtual:

You must register to attend the meeting online and/or participate at www.proxydocs.com/DCPH



Deciphera Pharmaceuticals, Inc. Annual Meeting of Stockholders

Please make your marks like this:

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR ON PROPOSALS 1, 2, 3, 4, 5 AND 6

PROPOSAL	YOUR VOTE			BOARD OF DIRECTORS RECOMMENDS
1. To elect three Class I directors, as nominated by the Board of Directors, to hold office until the 2027 Annual Meeting of Stockholders or until their successors are duly elected and qualified or until their earlier death, resignation, or removal; 1.01 James A. Bristol, Ph.D.	FOR	WITHHOLD		FOR FOR FOR
	<input type="checkbox"/>	<input type="checkbox"/>		
	<input type="checkbox"/>	<input type="checkbox"/>		
1.02 Frank S. Friedman	<input type="checkbox"/>	<input type="checkbox"/>		FOR
1.03 Ron Squarer	<input type="checkbox"/>	<input type="checkbox"/>		FOR
2. To approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement accompanying this notice;	FOR	AGAINST	ABSTAIN	FOR
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. To ratify the appointment of PricewaterhouseCoopers LLP as Deciphera Pharmaceuticals, Inc.'s independent registered public accounting firm for the year ending December 31, 2024;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4. To approve an amendment to the Amended and Restated Certificate of Incorporation of Deciphera Pharmaceuticals, Inc. ("Certificate of Incorporation") to increase the number of authorized shares of our common stock, \$0.01 par value per share, from 125,000,000 to 250,000,000;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
5. To approve an amendment to the Certificate of Incorporation to permit limitation of liability of certain Deciphera Pharmaceuticals, Inc. officers as and to the extent provided and permitted by Section 102(b)(7) of the General Corporation Law of Delaware;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
6. To approve the adjournment of the 2024 Annual Meeting of Stockholders to the extent there are insufficient votes at the Annual Meeting to approve the proposals mentioned in items 4 and 5 above; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
7. To transact such other business as may properly come before the meeting and at any adjournments or postponements thereof.				

You must register to attend the meeting online and/or participate at www.proxydocs.com/DCPH

Authorized Signatures - Must be completed for your instructions to be executed.

Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

Signature (and Title if applicable)

Date

Signature (if held jointly)

Date