

## SERES THERAPEUTICS, INC.

### COMPENSATION AND TALENT COMMITTEE CHARTER

#### A. PURPOSE

The purpose of the Compensation and Talent Committee of the Board of Directors (the “*Board*”) of Seres Therapeutics, Inc. (the “*Company*”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers as appointed by the Board (each, an “*Executive Officer*”). The Compensation and Talent Committee will also assist the Board in evaluation, talent development and succession planning for the Company’s Executive Officers and other senior executives.

#### B. STRUCTURE AND MEMBERSHIP

1. Number. The Compensation and Talent Committee shall consist of at least two members of the Board.

2. Independence. Except as otherwise permitted by the applicable Nasdaq rules, each member of the Compensation and Talent Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2) and otherwise meet the applicable criteria for independence set forth in Rule 5605(d)(2) of the Nasdaq rules.

3. Chair. Unless the Board elects a Chair of the Compensation and Talent Committee, the Compensation and Talent Committee shall elect a Chair by majority vote.

4. Compensation. The compensation of Compensation and Talent Committee members shall be as determined by the Board.

5. Selection and Removal. Members of the Compensation and Talent Committee shall be appointed by the Board. The Board may remove members of the Compensation and Talent Committee from such committee, with or without cause.

#### C. AUTHORITY AND RESPONSIBILITIES

##### *General*

The Compensation and Talent Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

##### *Compensation Matters*

1. Executive Officer Compensation. The Compensation and Talent Committee shall review and recommend for approval by the Board, the compensation of the Company’s Chief Executive Officer (the “*CEO*”), and shall review and approve the compensation of the Company’s other Executive Officers, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce

employment); severance arrangements; change-in-control benefits, and other forms of executive officer compensation. The Compensation and Talent Committee shall meet without the presence of Executive Officers when voting or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other Executive Officer compensation.

2. Plan Recommendations and Approvals. The Compensation and Talent Committee shall periodically review and approve new compensation and employee benefit plans that are not subject to stockholder approval or approval by the Board, review and approve material changes to existing compensation and employee benefit plans to the extent stockholder or Board approval of such changes is not required, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to stockholder or Board approval, oversee the activities of the individuals and committees responsible for overseeing the Company's compensation and employee benefit plans and discharge any responsibilities imposed on the Compensation and Talent Committee by any of these plans.

3. Administration of Equity-Based Plans. The Compensation and Talent Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder, except to the extent the terms of any such plan require administration by the full Board; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Compensation and Talent Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Compensation and Talent Committee may delegate to one or more Executive Officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or Executive Officers of the Company. The Compensation and Talent Committee shall approve, or recommend for approval by the Board, any inducement awards to be granted in reliance on the exemption from stockholder approval contained in Nasdaq Rule 5635(c)(4).

4. Director Compensation. The Compensation and Talent Committee shall periodically review and make recommendations to the Board with respect to director compensation.

5. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. To the extent that the Company is required to include the "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K ("**CD&A**") in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C (collectively, the "**Proxy Documents**"), the Compensation and Talent Committee shall review and discuss with management the Company's CD&A and shall consider whether it will recommend to the Board that the Company's CD&A be included in the Proxy Documents.

6. Compensation Committee Report. If required, the Compensation and Talent Committee shall prepare the annual Compensation Committee Report pursuant to Item 407(e)(5) of Regulation S-K.

7. Compensation Consultants, Counsel and Other Advisors. The Compensation and Talent Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Compensation and Talent Committee deems necessary or appropriate to carry out its responsibilities. In connection with retaining or obtaining the advice of such consultants, counsel and advisors, other than in-house legal counsel, the Compensation and Talent Committee shall take into consideration the factors affecting independence required by applicable laws, U.S. Securities and Exchange Commission rules and Nasdaq rules. The Compensation and Talent Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors that it retains. The Compensation and Talent Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants, counsel and advisors as established by the Compensation and Talent Committee.

#### *Talent and Succession Matters*

1. Evaluation of Executive Officers and other senior executives. The Compensation and Talent Committee shall be responsible for overseeing the evaluation of the Company's Executive Officers and other senior executives. The Compensation and Talent Committee shall consult with the Chief Executive Officer regarding the evaluation of the other Executive Officers and other senior executives. The Compensation and Talent Committee shall discuss the results of the evaluation with the Board.

2. Talent Development. The Compensation and Talent Committee shall periodically review with the Chief Executive Officer the development of the Company's Executive Officers and other senior executives.

3. Succession Planning. The Compensation and Talent Committee shall periodically work with the Chief Executive Officer to evaluate the Company's succession plans for the Company's other Executive Officers and senior executives (the responsibility for succession planning for the Chief Executive Officer rests with the Company's Nominating and Corporate Governance Committee and the Board).

4. Diversity and Inclusion. The Compensation and Talent Committee shall periodically review with management the Company's policies and practices with respect to diversity and inclusion.

#### *Additional Duties*

The Compensation and Talent Committee shall have such other duties as may be delegated from time to time by the Board.

**D. PROCEDURES AND ADMINISTRATION**

1. Meetings. The Compensation and Talent Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation and Talent Committee may also act by unanimous written consent in lieu of a meeting. The Compensation and Talent Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Compensation and Talent Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder).

3. Reports to Board. The Compensation and Talent Committee shall report regularly to the Board.

4. Charter. The Compensation and Talent Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Investigations. The Compensation and Talent Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Compensation and Talent Committee or any advisors engaged by the Compensation and Talent Committee.

6. Self-Evaluation. The Compensation and Talent Committee shall periodically evaluate its own performance and report to the Board on that self-evaluation.

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