

ALLOGENE THERAPEUTICS, INC.

CHARTER OF THE LEAD INDEPENDENT DIRECTOR

PURPOSE

When the positions of Chief Executive Officer and Chairman of the Board of Directors (the “*Board*”) of Allogene Therapeutics, Inc. (the “*Company*”) are combined or the Chairman is not an “*independent director*” under the listing standards of the Nasdaq Stock Market, the independent Directors shall appoint one independent Director (the “*Lead Independent Director*”) to serve at the pleasure of the Board with the following responsibilities, authority and duties and as otherwise directed by the Board from time to time. The Lead Independent Director’s purpose is to enhance the effectiveness of the Board, ensuring independent oversight, balanced leadership, and robust corporate governance, while facilitating clear communication between independent directors, management, and stakeholders.

APPOINTMENT

The Lead Independent Director shall be appointed annually by a majority vote of the independent directors and shall serve until his or her successor is duly appointed, or until his or her earlier removal or resignation or such time as he or she is no longer an independent director of the Board. The Lead Independent Director may be removed or replaced at any time, with or without cause, by a majority of the independent directors. Although appointed annually, the Lead Independent Director is generally expected to serve for more than one year to ensure leadership continuity.

QUALIFICATIONS

The Lead Independent Director must meet the independence requirements under the applicable stock exchange listing standards and securities laws. Additionally, in appointing a Lead Independent Director, the independent Directors of the Board shall consider any and all additional factors they deem appropriate which may include:

- the Director’s understanding of the business and affairs of the Company;
- the Director’s willingness and ability to devote a substantial amount of time to the position;
- the Director’s experience serving on public company boards and senior management roles; and
- the Director’s judgment and leadership skills.

RESPONSIBILITIES AND DUTIES

The Lead Independent Director will have the following responsibilities and duties:

A. Board Leadership

- Preside at all meetings of the Board at which the Chairman is not present;
- Ensure that independent directors have adequate opportunities to meet and discuss issues in sessions of the independent directors without management of the Company present, and serving as chair of such meetings; and
- Call meetings of the independent directors, as deemed necessary.

B. Governance and Oversight

- Serve as principal liaison between the independent directors and the Chief Executive Officer and between the independent directors and senior management of the Company; and
- Communicate to management of the Company, as appropriate, the results of meeting sessions among independent directors.

C. Committee and Board Composition

- In consultation with the Nominating and Corporate Governance Committee:
 - Review and report on the results of Board and Committee performance self-evaluations and solicit feedback from members of the Board individually or collectively and facilitate Board discussions regarding Board effectiveness and composition;
 - Participate in the selection and rotation of Board committee chairs and members; and
 - Engage in director recruitment, interview candidates and provide recommendations.

D. Stockholder and Stakeholder Engagement

- Serve as a liaison for stockholders and other stakeholders, as appropriate; and
- Respond directly to stockholder questions that are directed to the Lead Independent Director or the independent directors as a group, following consultation with the CEO and other directors.

E. CEO and Management Oversight

- Participate in CEO evaluation and succession planning processes, in collaboration with the appropriate committees; and
- Monitor management's execution of corporate strategy and provide guidance on long-term strategic initiatives.

F. Advisor Engagement

- In conjunction with the Chairman, ensure that resources and expertise are available to the Board so that it may function effectively and efficiently (including the retention of any outside advisors) and ensure that any outside advisors retained by the Board are appropriately qualified and independent in accordance with applicable law; and

- Consult with the Company’s General Counsel and outside counsel to support the duties of the Lead Independent Director.

G. Other

- Perform such other duties as the Board may from time to time direct.

COMPENSATION

The Compensation Committee shall periodically review and recommend to the Board the appropriate compensation for the Lead Independent Director in recognition of the additional responsibilities inherent in the role.

TERMINATION OF ROLE

The Lead Independent Director role shall cease if the Chair of the Board becomes an independent director, unless otherwise determined by the Board.

APPROVAL AND ANNUAL REVIEW OF CHARTER

This Charter of the Lead Independent Director was recommended by the Nominating and Corporate Governance Committee and approved by the independent members of the Board on March 12, 2025. The Nominating and Corporate Governance Committee, in consultation with the Lead Independent Director, shall review the adequacy of this Charter annually and recommend to the Board any modifications or changes for approval by the independent members of the Board.