

# ALLOGENE THERAPEUTICS, INC.

## CHARTER OF THE RESEARCH AND DEVELOPMENT COMMITTEE

### OF THE BOARD OF DIRECTORS

#### PURPOSE AND POLICY

The purpose of the Research & Development Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Allogene Therapeutics, Inc. (the “*Company*”) is to review and provide advice for the Company’s research and development (“*R&D*”) programs on behalf of the Board, including (i) to assist the Board in its oversight of the Company’s R&D, (ii) to assist in discussing significant emerging trends and issues in science and technology and consider the potential impact of such on the Company’s R&D, and (iii) to provide advice to the Company’s management and to the Board in connection with the allocation, deployment, utilization of, and investment of resources in the Company’s R&D.

The Policy of the Committee, in discharging these obligations, shall be to maintain and foster open communications among the Board, the Committee and the Company’s R&D management pertaining to the Company’s R&D programs and initiatives. The Company’s [Executive Vice President, Research and Development] shall have primary responsibility to provide relevant information and updates to the Committee regarding the Company’s research and development planning and activities.

#### COMPOSITION

The Committee shall consist of at least two members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee’s chairperson (the “*Chair*”) shall be designated by the Board. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee.

#### MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The presence in person or by telephone/virtual conference of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) unanimous written consent of the members of the Committee then serving. Minutes of each meeting will be kept and all such minutes and actions by unanimous written consent will be distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chair will report to the Board from time to time or whenever so requested by the Board.

## **AUTHORITY**

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special industry, technical, legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Company's auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special outside industry, technical, legal, accounting or other advisors or consultants. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. The Committee may delegate its functions to any subcommittee comprised of one or more directors or executive officers to the extent not prohibited by applicable law.

## **OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent industry, technical and professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee's knowledge of the Company's R&D programs, and oncology industry and oncology therapy trends.
- Participating in the review of oncology industry and oncology therapy trends that could potentially impact the Company will enhance the effectiveness of the Committee.

## **RESPONSIBILITIES**

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities, with the understanding, however, that the Committee may supplement and, except as otherwise required by applicable law or rules, deviate from these activities as appropriate under the circumstances:

1. ***Review R&D Programs from Scientific Perspective.*** Periodically review the Company's current and planned R&D and associated business development programs and initiatives and provide feedback to the Company's management on such programs and initiatives from a scientific perspective.

**2. Strategic Recommendations to Board.** From time to time, (i) report to and advise the Board regarding the quality, direction and competitiveness of the Company's R&D programs and initiatives, (ii) provide strategic recommendations to the Board on such R&D and associated business development programs and initiatives, (iii) review and make recommendations to the Board on the Company's internal and external investments in science and technology pertaining to R&D, and (iv) review, evaluate and advise the Board regarding the Company's progress in achieving its long-term strategic R&D goals and objectives.

**3. Strategic Counsel to R&D Organization.** Provide strategic advice and counsel to the Company's R&D organizations and personnel from time to time, and designate one or more Committee members to serve as a Board liaison to the Company's Scientific Advisory Board (the "**SAB**") and to participate in SAB meetings.

**4. Recommend Experts.** Assist Company's management, as requested, in identifying worldclass experts to provide strategic technical advice regarding the Company's R&D programs and initiatives, including assisting the Company with identifying and evaluating potential members of the SAB.

**5. Oversight of R&D Organization and Personnel.** Provide feedback to the Board on the Company's R&D organizations and personnel, and make regular reports to the Board, as appropriate.

**6. Review Trends.** Evaluate with the Board and management team new and emerging trends in health care, pharmaceutical science, and technology to assist the Company's management in making well informed choices in the investment of its R&D resources.

**7. Annual Evaluation and Charter Review.** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for its consideration and approval.