

AUTOLUS THERAPEUTICS PLC

**CHARTER OF THE RESEARCH & DEVELOPMENT COMMITTEE
OF THE BOARD OF DIRECTORS**

1. PURPOSE AND POLICY

- 1.1.** The purpose of the Research and Development Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of **AUTOLUS THERAPEUTICS PLC** (the “**Company**”) is to help the Board oversee the Company’s scientific, technical, research and development strategy and the implementation thereof.

2. COMPOSITION

- 2.1.** The members of the Committee, including the Chairperson, will be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.
- 2.2.** The Committee will consist of at least two members of the Board.

3. AUTHORITY

- 3.1.** The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. The Committee will communicate with the Board, Committee chairpersons, members of senior management, and independent professional advisors to the Board and its various committees, as appropriate. If the Committee concludes that it must retain outside advisors, it may do so and determine compensation for those advisors at the Company’s expense. The Committee may also pay, at the Company’s expense, ordinary administrative expenses it deems appropriate in carrying out its duties. The Committee will have authority to require that any of the Company’s personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its outside advisors.
- 3.2.** The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

4. RESPONSIBILITIES

The Committee’s responsibilities are a guide and should remain flexible to account for changing circumstances and needs. The Committee may supplement or deviate from its duties, and establish policies and procedures, subject to applicable laws, rules and regulations. The Committee shall have the following responsibilities:

- 4.1. Oversight.** The Committee will meet with management, representatives from the research and development functions, and outside advisors, as appropriate, to review the Company’s strategy and

implementation with respect to scientific, technical, research and development activities. Topics may include:

- the prioritization of programs within the Company's research and development portfolio, to be recommended for Board review or approval;
- the pre-clinical and clinical data from the Company's research and development programs;
- the clinical development strategy, plans and design of clinical studies;
- the Company's interactions with regulatory authorities;
- resourcing plans for the Company's research and development activities;
- the manufacture and supply of the Company's product candidates;
- intellectual property matters relating to the Company's activities;
- the publication or presentation of scientific data relating to the Company's product candidates;
- the review and assessment of business development opportunities related to academic and scientific research collaborations and technology in-licensing or acquisitions.

4.2. Policy. From time to time, as appropriate, the Committee will review and offer guidance with respect to the Company's policies on research and development, including by way of example policies related to expanded access, human subjects, ethics and similar issues.

4.3. Board Communication. The Committee will summarize its findings and recommendations in a presentation to the Board, at least quarterly.

4.4. Other Matters.

- (a) **Committee Self-Assessment.** The Committee will annually evaluate its performance and the adequacy of this Charter.
- (b) **General Authority.** The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with the policies of this Charter.
- (c) The Committee shall perform all its duties on the basis of the considerations required to be taken into account by the rules of any stock exchange on which the Company's ADSs or ordinary shares are listed, all applicable codes of practice and laws (including the UK Corporate Governance Code and associated guidance) and the Committee's view of good practice at the relevant time. In addition, while carrying out its duties, the Committee shall have due regard to their duties as directors of the Company, including their duties under the Companies Act 2006.

5. MEETINGS AND MINUTES

5.1. The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet and provide this schedule in advance to the Board.

5.2. Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

5.3. The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.