

FREELINE THERAPEUTICS HOLDINGS PLC

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Adopted August 6, 2020

PURPOSE AND POLICY

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Freeline Therapeutics Holdings plc (the “**Company**”) is to:

- help the Board oversee the Company’s corporate accounting and financial reporting processes, systems of internal control and financial statement audits as well as the quality and integrity of the Company’s financial statements and reports;
- manage the selection, engagement terms, fees, qualifications, independence and performance of the registered public accounting firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (“**Auditors**”);
- review any reports or disclosures required by applicable rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) and Nasdaq;
- help the Board oversee the Company’s legal and regulatory compliance;
- review and oversee all internal and external audit plans with respect to the Company, including, but not limited to, clinical, manufacturing and promotion audit plans, together with their respective remediation plans; and
- provide regular reports and information to the Board with respect to material issues.

The Committee will maintain and foster an open avenue of communication with the Company’s management and Auditors. It will also be responsible for any additional duties and responsibilities that the Board mandates.

COMPOSITION

The members of the Committee, including the Chairperson, will be appointed annually by and serve at the discretion of the Board. Vacancies or newly created positions 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. The Committee will consist of at least three members of the Board, each of whom must be able to read and understand fundamental financial statements. In addition, each member of the Committee will satisfy:

- the independence, financial literacy and experience requirements imposed by the SEC and Nasdaq, including any exceptions permitted by such requirements;
- any other qualifications determined by the Board; and
- any other requirements imposed by applicable law.

At least one member of the Committee shall, in the judgment of the Board, be an “audit committee financial expert” in accordance with the rules and regulations of the SEC.

AUTHORITY AND DELEGATION

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. The Committee shall perform all its duties on the basis of the considerations required to be taken into account by the rules of Nasdaq, 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 Companies Act 2006.

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, accounting, or other outside advisors, it may do so without seeking Board approval and determine compensation for those advisors at the Company’s expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company.

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. Any action or decision of a subcommittee, including the preapproval of audit or non-audit services, will be presented to the full Committee at its next scheduled meeting. By approving this charter, the Board delegates authority to the Committee with respect to these responsibilities.

RESPONSIBILITIES

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and the Auditors, to the fullest extent permitted by law.

The Committee will oversee the Company's financial reporting process on behalf of the Board. The Auditors and any other registered public accounting firm engaged for the financial reporting process will report directly to the Committee and be accountable to it. The Committee’s responsibilities are a guide and should remain flexible to account for changing circumstances and needs. The Committee may supplement or, unless required by law or Nasdaq, deviate from its duties, as appropriate, and establish policies and procedures consistent with applicable rules and regulations. The Committee shall have the following responsibilities:

Auditor Management:

- 1. Selecting Auditors.** The Committee will evaluate and determine whether to appoint, reappoint or remove any Auditors, and will make recommendations to the Board to be put to the shareholders for approval at the annual general meeting. The Committee will also determine the fees of any Auditors, and will evaluate, determine whether to retain and determine the fees of any other registered public accounting firm engaged for the financial

reporting process. In addition, the Committee may recommend to the Board to remove the Auditors if circumstances warrant such removal and may replace any other registered public accounting firm engaged for the financial reporting process with a different public accounting firm.

2. **Approving Audit and Non-Audit Engagements.** The Committee will review audit plans, the adequacy of staffing, the fees to be paid to Auditors and oversee the negotiation and execution of any engagement letters on behalf of the Company. The Committee will approve all audit and non-audit related services that the Auditors provide to the Company before the engagement begins, unless applicable rules and regulations allow otherwise. The Committee shall establish pre-approval policies and procedures or delegate pre-approval authority to the Chairperson of the Committee, provided that such designee presents any such approvals to the full Committee at the next Committee meeting.
3. **Auditor Independence.** At least annually, the Committee will assess the qualifications, performance and independence of the Auditors, or in the case of prospective Auditors, before they are engaged, and shall present its conclusions to the full Board. As part of that assessment, at least annually, the Committee shall:
 - obtain and review a report or reports from the Auditors:
 - describing the Auditors' internal quality-control procedures;
 - describing any material issues raised by (i) the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review, of the Auditors, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by such auditing firm; and any steps taken to deal with any such issues; and
 - describing all relationships between the Auditors and the Company consistent with applicable requirements of the PCAOB regarding the Auditors' communications with the Committee concerning independence;
 - review and evaluate the lead audit partner of the Auditors' team(s), as well as other senior members;
 - confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law;
 - consider whether the Auditors should be rotated, so as to assure continuing auditor independence; and
 - obtain the opinion of management of the Auditors' performance.
4. **Former Employees of Auditors.** The Committee will oversee the policies and procedures as required by applicable rules and regulations governing how the Company may employ individuals who are or once were employed by the Auditors.

Financial Review and Disclosure:

5. **Annual Audit Results.** The Committee will review with management and the Auditors the results of the annual audit, including:
 - the Auditors' assessment of the quality of the Company's accounting principles and practices;
 - the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including

material changes in estimates and analyses of the effects of alternative United States generally accepted accounting principles (“GAAP”) methods on the financial statements);

- all known and likely misstatements identified during the audit;
- evaluation of the Company's ability to continue as a going concern, including (i) any conditions and events that the Auditors have identified that indicate substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time, (ii) the Auditors' conclusions about management's plans to alleviate substantial doubt about the Company's ability to continue as a going concern, (iii) the effects, if any, on the financial statements and related disclosure, as well as the Auditors' report, if substantial doubt remains about the Company's ability to continue as a going concern for a reasonable period of time;
- the adequacy of the disclosures in the financial statements; and
- any other matters that the Auditors must communicate to the Committee under applicable accounting or auditing standards.

6. Audited Financial Statement Review; Periodic and Annual Reports. The Committee will meet to review with management and the Auditors the Company's annual audited financial statements and quarterly or semi-annual financial statements, including reviewing the specific disclosures under “Management's Discussion and Analysis of Financial Condition and Results of Operations” prior to the filing of the Company's Annual Report on Form 20-F with the SEC.

7. Earnings Announcements. The Committee will review and discuss with management and the Auditors any earnings press releases and other financial information and earnings guidance regarding the Company's results of operations provided publicly or to ratings agencies prior to dissemination, paying particular attention to the use of non-GAAP financial information.

8. Annual Report; Proxy Report. The Committee will oversee the preparation of any report required by applicable rules and regulations to be included in the Company's Annual Report on Form 20-F or, after the Company ceases to qualify as a foreign private issuer, the annual proxy statement.

9. Accounting Principles and Policies. The Committee will review and discuss with management and the Auditors, in separate meetings whenever the Committee deems appropriate:

- any analyses or other written communications prepared by management and/or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- critical accounting policies and practices;
- the clarity of the financial disclosures made by the Company;
- information regarding any “second” opinions sought by management from the

Auditors with respect to the accounting treatment of a particular event or transactions;

- the effect of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the Company's financial statements; and
- any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles

The Committee will review with the Auditors and management, if appropriate, any written communication, such as any management letter or internal-control letter, before the Auditors issue it and before management responds to the communication.

10. Management Cooperation with the Auditors. The Committee will evaluate and shall discuss with the Auditors any significant findings from the audit and management's cooperation with the Auditors during their audit examination, including any significant difficulties or disagreements encountered during the audit, if any, and any restrictions on the scope of the Auditors' activities or on access to requested information. The Committee will review and discuss with the Auditors any audit problems or difficulties and management's response thereto, including those matters required to be discussed with the Committee by the Auditors pursuant to established auditing standards, as amended, such as:

- accounting adjustments that were noted or proposed by the Auditors but were not adopted or reflected;
- any communications between the audit team(s) and the Auditors' national office regarding auditing or accounting issues presented by the engagement;
- any management or internal control letter issued, or proposed to be issued, by the Auditors; and
- any significant disagreements between management and the Auditors.

In connection with its oversight responsibilities, the Committee will resolve any conflicts or disagreements between management and the Auditors regarding financial reporting.

Internal Control and Procedures:

11. Risk Assessment and Management. The Committee will review and discuss with management and the Auditors the Company's policies and practices with respect to risk management and assessment. The Committee will provide regular reports to the Board about the Company's major financial risks and enterprise exposures and the steps that have been taken to monitor and control such exposures, material issues affecting the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance or independence of the Auditor and other matters as the Committee deems appropriate or as requested by the Board. The Committee will also review and establish any appropriate changes to insurance coverage for the Company's directors and officers.

12. Cybersecurity. The Committee will review with management the Company's cybersecurity and other technology risks, controls and procedures, including the Company's plans to

mitigate cybersecurity risks and respond to data breaches.

- 13. Internal Control over Financial Reporting; Disclosure Controls.** The Committee, in conjunction with the Chief Executive Officer and Chief Financial Officer, shall review the Company's disclosure controls and procedures and internal control over financial reporting. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting. The Committee shall also review any special audit steps adopted in light of material control deficiencies.
- 14. Correspondence with Regulators.** The Committee will consider and review with management, the Auditors, and outside advisors or accountants at least annually any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- 15. Complaint Procedures.** The Committee is responsible for overseeing procedures for receiving, retaining, investigating and treating:
 - complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - the confidential and anonymous submissions by employees of the Company concerning questionable accounting or auditing matters.
- 16. Ethical Compliance.** The Committee will review the results of management's efforts to monitor compliance with the Company's programs and policies adhering to applicable laws and rules, including the Company's Code of Business Conduct and Ethics.
- 17. Related Party Transactions.** The Committee will review and approve, in accordance with the Company's policies, any related party transaction as defined by applicable rules and regulations.

Other Matters.

- 18. Committee Self-Assessment.** The Committee will annually evaluate its performance and report to the Board on such evaluation. The Committee will also annually evaluate the adequacy of this charter and recommend any proposed changes to the Board.
- 19. Other Legal and Finance Matters.** The Committee will review with management legal and regulatory compliance and any actual, pending or threatened legal or financial matters that could significantly affect the Company's business or financial statements or as otherwise deemed appropriate by the Committee.
- 20. Limitations Inherent in the Committee's Role.** The Committee's responsibility is one of oversight. The members of the Committee are not employees of the Company, and they do not perform management's or any Auditors' functions. The Committee relies on the expertise and knowledge of management and the Auditors in carrying out its oversight responsibilities.

Management is responsible for preparing accurate and complete financial statements in accordance with GAAP, crafting periodic reports and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Auditors will audit the Company's annual consolidated financial statements and, when required, the effectiveness of the Company's internal control over financial reporting and review the Company's quarterly or semi-annual financial statements. It is not the Committee's responsibility to prepare or certify the Company's financial statements, guarantee the audits or reports of the Auditors, certify as to whether any Auditors are "independent" under applicable rules or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP or otherwise comply with applicable laws and the Company's policies.

MEETINGS AND MINUTES

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will meet at least quarterly, consistent with regulatory filings of financial statements, but may meet more frequently if its members deem doing so necessary or appropriate. The Chairperson of the Committee shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson of the Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings, provide this schedule in advance to the Board and shall set meeting agendas consistent with this charter.

Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management and the Auditors in separate executive sessions. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

The Committee will maintain written minutes of its meeting and submit such minutes to the Secretary of the Company, 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. The minute book will be maintained by the Secretary of the Company.