

FREELINE THERAPEUTICS HOLDINGS PLC

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Adopted August 6, 2020

PURPOSE AND POLICY

The purpose of the Nominating and Corporate Governance 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 governance functions and develop, update as necessary and recommend to the Board the governance principles applicable to the Company;
- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- establish criteria for the selection of candidates to the Board, and identify, evaluate and recommend and communicate with candidates qualified to become Board members or nominees for directors of the Board, including the consideration of nominees submitted by shareholders, consistent with criteria approved by the Board;
- recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board;
- review the Company’s actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, citizens and communities;
- develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company and oversee compliance with such Guidelines and Code; and
- make other recommendations to the Board relating to the directors of the Company.

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, including at least one member concurrently serving on the Remuneration Committee of the Board, and each member of the Committee will satisfy:

- the independence 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.

AUTHORITY

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 legal, accounting, or other outside advisors, it may do so and determine compensation for those advisors at the Company's expense. The Committee shall have sole authority to retain and terminate executive search firms to help identify director candidates. 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, legal, accounting or other outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its special, legal, accounting or other outside advisors.

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.

RESPONSIBILITIES

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 Nasdaq, deviate from its duties, as appropriate, and establish policies and procedures consistent with applicable rules and regulations. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall have the following responsibilities:

1. **Director Nominations.** The Committee will identify and evaluate candidates, including nomination of incumbent directors for reelection and nominees recommended by shareholders to serve on the Company's Board. The Committee will use criteria approved by the Board, including consideration of the potential conflicts of interest, director independence and other requirements. The Committee will monitor and evaluate the composition, organization, and size of the Board. The Committee will also have the power and authority to establish any policies, requirements, criteria, and procedures relating to its activities, and will make recommendations to the Board regarding nominees for director at

the next annual meeting. The Committee's power and authority includes establishing policies and procedures to facilitate shareholder communications with the Board. The Committee will also have the power and authority to make any disclosures required by applicable law in connection with the exercise of its authority.

2. **Board and Management Assessment.** The Committee will periodically review the performance of the Board, including Board committees and management. The Committee will also periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience. As appropriate, the Committee will make recommendations to the Board and management for areas of improvement. The Committee will also consider the independence of directors and the requirements imposed by the SEC and Nasdaq and assess the independence of directors.

At least annually, the Committee shall lead the Board in a self-evaluation to determine whether its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

3. **Board and Committee Nominations.** The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee will evaluate individual directors' interests, and prospective director independence, experience and the independence and requirements imposed by the SEC and Nasdaq and recommend to the entire Board annually the chairmanship and membership of each committee.
4. **Corporate Governance.** The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company.
 - At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend any proposed changes to the Board.
 - The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
 - The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Code of Business Conduct and Ethics for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver.
 - The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.
5. **Continuing Education.** The Committee may institute plans or programs for the continuing

education of directors and orientation of new directors, as it deems appropriate. The Committee will be responsible for development actions for members of senior management. In addition, the Committee will provide oversight of development plans for individuals identified as potential successors to these key roles.

6. **Procedures for Information Dissemination.** The Committee will periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
7. **Management Identification and Qualifications.** The Committee will assist the Board in identifying and reviewing qualifications of prospective officers, as well as assist the Chief Executive Officer and the Board in reviewing the Company's succession plans relating to officers. The Committee shall select individuals with diverse skills and characteristics who demonstrate the highest personal and professional integrity, have demonstrated exceptional ability and judgment and who shall be the most effective in serving the long-term interest of the Company's shareholders.
8. **Management Succession.** The Committee will review and evaluate with the Chief Executive Officer the succession plans for the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed these positions in the event of any officer's incapacitation, retirement or removal, including policies with respect to evaluations of, and development plans for, any potential successors.
9. **Diversity and Inclusion.** The Committee shall periodically review and provide guidance on diversity and inclusion initiatives, review ongoing progress made on those initiatives and generally oversee the Company's commitment to diversity and inclusion.
10. **Other Matters.**
 - **Committee Self-Assessment.** The Committee will annually evaluate its performance and the adequacy of this charter.
 - **Other Programs and Initiatives.** The Committee will receive periodic updates and provide guidance on other programs and initiatives, such as labor relations, engagement and other similar matters.
 - **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.

The Committee shall perform all its duties on the basis of the considerations required to be taken into account by the rules of Nasdaq and the Committee's view of good practice at the relevant time, 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 UK Companies Act 2006.

MEETINGS AND MINUTES

The Committee will meet whenever its members deem a meeting 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. 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.