

Freeline Therapeutics Holdings plc

Results of 2023 Annual General Meeting

Freeline Therapeutics Holdings plc (the “**Company**”) held its Annual General Meeting (“**AGM**”) at 2.00 p.m. (British Summer Time) on Wednesday 28 June 2023.

All valid proxy votes (whether submitted electronically or in hard copy form) were included in the poll taken at the meeting.

The table below shows the results of the poll on all 12 resolutions. The full text of the resolutions is contained in the Notice of 2023 Annual General Meeting published on 31 May 2023, which is available on the Company’s website at www.freeline.life/investors/agm/.

	Resolution	Total votes for	%⁽¹⁾	Total votes against	%⁽¹⁾	Votes Withheld⁽²⁾
1.	To receive and adopt the Annual Report and Accounts.	50,975,524	99.74%	131,786	0.26%	3,623
2.	To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy) included in the Annual Report and Accounts	43,604,803	85.38%	7,463,793	14.62%	42,337
3.	To re-appoint Deloitte LLP as auditors of the Company	50,995,962	99.78%	110,411	0.22%	4,560
4.	To authorise the directors to determine Deloitte LLP’s remuneration	50,994,924	99.78%	114,710	0.22%	1,299
5.	To re-appoint Chris Hollowood as a director of the Company	43,635,554	99.62%	167,306	0.38%	7,308,073
6.	To re-appoint Martin Andrews as a director of the Company	50,927,175	99.66%	173,034	0.34%	10,724
7.	To re-appoint Jeffrey Chodakewitz as a director of the Company	50,662,448	99.13%	442,261	0.87%	6,224
8.	To re-appoint Julia Gregory as a director of the Company	50,934,698	99.67%	168,076	0.33%	8,159
9.	To re-appoint Colin Love as a director of the Company	50,936,269	99.67%	169,051	0.33%	5,613
10.	To re-appoint Michael Parini as a director of the Company	50,930,566	99.67%	169,704	0.33%	10,663
11.	To appoint Paul Schneider as a director of the Company	50,933,251	99.67%	167,396	0.33%	10,286
12.	To amend the exercise price of each outstanding underwater option granted to employees on or after 1 June 2021 with an exercise price greater than or equal to \$0.42 per share (or \$6.27 per ADS) under the (i) Freeline 2021 Equity Inducement Plan; and (ii) Freeline 2020 Equity Incentive Plan to a replacement exercise price equal to the closing sales price for ADSs on the Repricing Date	43,215,305	84.65%	7,838,861	15.35%	56,767

Notes:

- (1) Votes “for” and “against” are expressed as a percentage of the total votes cast.
- (2) A vote withheld in respect of any resolution is not a vote in law and was not counted in the calculation of the proportion of the votes for and against it.