

PRECISION BIOSCIENCES, INC.

AUDIT COMMITTEE CHARTER

A. PURPOSE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Precision BioSciences, Inc. (the “*Company*”) is, among other things, to assist the Board’s oversight of the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements.

B. STRUCTURE AND MEMBERSHIP

1. Number. Except as otherwise permitted by the applicable rules of the Nasdaq Stock Market LLC (“*Nasdaq*”), the Committee shall consist of at least three members of the Board.

2. Independence. Except as otherwise permitted by the applicable Nasdaq rules, each member of the Committee shall satisfy the independence requirements under the applicable Nasdaq rules and under Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) (subject to the exemptions provided in Rule 10A-3(c)), and not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

3. Financial Literacy. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. In addition, at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, subject to the applicable rules of the Securities and Exchange Commission (“SEC”), at least one member of the Committee shall be an “audit committee financial expert” (as defined by applicable rules).

4. Chair. Unless the Board elects a Chair of the Committee, the Committee may elect a Chair by majority vote.

5. Compensation. The compensation of Committee members shall be as determined by the Board. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or of a committee of the Board.

6. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members from the Committee, with or without cause.

7. Rules and Procedures. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

C. AUTHORITY AND RESPONSIBILITIES

General

The Committee shall discharge its responsibilities and shall assess the information provided by the Company's management and the Company's registered public accounting firm (the "*independent auditor*"), in accordance with its business judgment. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audit, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent auditor's reports.

Oversight of Independent Auditor

1. Selection. The Committee shall be solely and directly responsible for appointing, evaluating, retaining, and overseeing the work of the independent auditor and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee.

2. Independence & Qualifications. The Committee shall oversee the independence and qualifications of the independent auditor. In connection with this responsibility, the Committee shall obtain and review the written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board (the "*PCAOB*") regarding the independent auditor's communications with the Committee concerning independence. The Committee shall actively engage in a dialogue with the independent auditor concerning any disclosed relationships or services that, in the Committee's view, might impact the objectivity and independence of the auditor and, if the Committee determines that further inquiry is advisable, must take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

3. Compensation. The Committee shall have sole and direct responsibility for setting the compensation of the independent auditor. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent auditor established by the Committee.

4. Pre-approval of Services. The Committee, or the Chair of the Committee, shall pre-approve all audit services to be provided to the Company, whether provided by the principal auditor or other firms, and all other services (review, attest and non-audit) to be provided to the Company by the independent auditor; provided, however, that permissible non-audit services may instead be approved in accordance with applicable SEC rules.

5. Oversight. The independent auditor shall report directly to the Committee, and the Committee shall have sole and direct responsibility for overseeing the work of the independent auditor, including resolution of disagreements between Company management and the independent auditor regarding financial reporting. In connection with its oversight role, the Committee shall, from time to time as appropriate, receive and consider the reports and other communications required to be made by the independent auditor. The Committee shall also have the authority to remove the independent auditor if circumstances warrant.

6. PCAOB Inspections. The Committee shall request the independent auditor to provide relevant information about inspections of the firm by the PCAOB including, but not limited to, that involving the Company's financial statements.

Financial Statements

7. Review and Discussion of Financial Statements. The Committee shall review and discuss with the Company's management and independent auditor the Company's annual and quarterly financial statements and the matters required to be discussed by applicable PCAOB standards and SEC rules including the following:

- The independent auditor's responsibilities under generally accepted auditing standards;
- The scope and timing of the audit plan, including the independent auditors' review of internal control over financial reporting; and
- Overall audit strategy.

8. Recommendation to Board Regarding Audited Financial Statements. The Committee shall consider whether it will recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K to be filed with the SEC.

9. Audit Committee Report. The Committee shall prepare an annual committee report for inclusion where necessary in the proxy statement of the Company relating to its annual meeting of stockholders.

Earnings Disclosures

10. Review and Discussion of Earnings Releases. The Committee is expected to review and discuss the Company's earnings press releases, including whether the Company will issue a preliminary earnings release and, in such case, determine the financial or business information to be included in such preliminary earnings release.

Controls and Procedures

11. Oversight. The Committee shall coordinate the Board's oversight of the Company's internal control over financial reporting, disclosure controls and procedures and code of conduct.

12. Risk Management. The Committee shall discuss the Company's policies with respect to risk assessment and risk management, financial, cybersecurity and information security risks.

13. Procedures for Complaints. The Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

14. Oversight of Related Person Transactions. The Committee is responsible for reviewing and approving or ratifying "related person transactions" in accordance with the Company's Related Person Transaction Policy.

15. Oversight of Environmental, Social, and Governance ("ESG") Matters. The Committee shall oversee any Company strategies and policies with respect to environmental, sustainability and social

matters that may have a material impact on the Company's financial statements or finance-related initiatives.

16. Additional Duties. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

D. PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall periodically meet separately with: (i) the independent auditor, (ii) Company management and (iii) the Company's internal auditors, if any. The Committee shall keep such records of its meetings.

2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member). Any decision of a subcommittee to pre-approve audit, review, attest or non-audit services shall be presented to the Committee at its next scheduled meeting.

3. Reports to Board. The Committee shall report regularly to the Board regarding its activities.

4. Charter Review. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

5. Advisors. The Committee is authorized, without further action by the Board, to engage such legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

7. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Effective Date: March 6, 2023

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