

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
ALLAKOS INC.**

(Adopted on June 19, 2018 and  
effective as of the Company's initial public offering; As amended through August 17, 2023)

**PURPOSE**

The purpose of the Audit Committee (the "**Audit Committee**") is to assist the Board of Directors (the "**Board**") of Allakos Inc. (the "**Company**") in fulfilling its responsibilities for overseeing:

- The Company's accounting and financial reporting processes and internal control over financial reporting, as well as the audit and integrity of the Company's financial statements.
- The qualifications, independence and performance of the Company's registered public accounting firm (the "**independent auditor**").
- The implementation and performance of the Company's internal audit function, if applicable.
- The Company's compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements).
- Risk assessment and risk management.
- Such other matters as provided in this charter.

The function of the Audit Committee is primarily one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Audit Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. The Audit Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work.

It is recognized that the members of the Audit Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Audit Committee receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee, in either instance absent actual knowledge to the contrary.

**COMPOSITION**

1. Membership and Appointment. The Audit Committee shall consist of at least three members of the Board. Members of the Audit Committee shall be appointed by the Board and serve until the earlier of their resignation or removal by the Board in its discretion.
2. Qualifications. Members of the Audit Committee must meet the following criteria as well as any additional criteria required by applicable law or the rules and regulations of the Securities and

Exchange Commission (the “SEC”), the securities exchange on which the Company’s securities are listed and such other qualification as are established by the Board from time to time:

- Each member of the Audit Committee shall meet the independence standards established by the SEC and the securities exchange on which the Company’s securities are listed, as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of the securities exchange on which the Company’s securities are listed and the SEC.
  - Each member of the Audit Committee must be able to read and understand fundamental financial statements and otherwise must comply with all financial literacy requirements of the securities exchange on which the Company’s securities are listed.
  - At least one member of the Audit Committee will be an “audit committee financial expert,” as determined by the Board in accordance with SEC rules.
  - At least one member of the Audit Committee must have financial sophistication as a result of past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background. A person who satisfies the definition of “audit committee financial expert” will also be presumed to have the requisite financial sophistication.
  - No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the prior three (3) years.
3. Chairperson. The Board may designate a chairperson of the Audit Committee. In the absence of that designation, the Audit Committee may designate a chairperson by majority vote of the Audit Committee members, provided that the Board may replace any chairperson designated by the Audit Committee at any time.

## **RESPONSIBILITIES**

The following are the principal recurring responsibilities of the Audit Committee. The Audit Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations or as the Board or Audit Committee deem appropriate. In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Select and Oversee Independent Auditor; Approve Audit and Non-Audit Services. The Audit Committee shall be directly responsible for appointing, compensating, retaining, overseeing and, where appropriate, replacing the independent auditor. The independent auditor will report directly to the Audit Committee. The Audit Committee has sole authority to approve the hiring and discharging of the independent auditor, all audit engagement fees and terms and all permissible non-audit engagements with the independent auditor. The Audit Committee will also appoint, retain, compensate, oversee and, where appropriate, replace any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such independent registered public accounting firm shall report directly to the Audit Committee. In particular, the Audit Committee shall:

- Have the sole authority and responsibility to select, retain, compensate, evaluate, oversee, and, where appropriate, terminate and replace any independent registered public accounting firm engaged to prepare or issue an audit report or perform other audit, review, or attest services for the Company.
- At least annually, receive an audit engagement letter and either execute it on behalf of the Company or, if the Audit Committee or its chairperson are not appropriate parties to sign the letter, acknowledge the letter and agree to the terms of engagement.
- Review and (i) approve, in advance, the scope and plans for the audits and the audit fees and (ii) approve in advance (or, where permitted under the rules and regulations of the SEC, subsequently) all non-audit and tax services to be performed by the independent auditor that are not otherwise prohibited by law or regulations and any associated fees.
- In accordance with applicable law, adopt policies and procedures for the Audit Committee's pre-approval, including delegation to one or more members of the Audit Committee, of the engagement of the Company's independent auditors or other registered public accounting firms to perform permitted services on an ongoing basis.
- Review and resolve any disagreements that may arise between management and each registered public accounting firm.

2. Evaluate the Independence and Qualifications of the independent auditor. The Audit Committee will:

- Oversee and, at least annually, evaluate the work of the independent auditor or any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, which evaluation shall include a review and evaluation of the lead partner of the independent auditor.
- At least annually, obtain and review a report by the independent auditor that describes (i) the independent auditor's internal quality control procedures; (ii) any issues raised by the most recent internal quality-control review, or peer review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Company, in order to assess the independent auditor's independence.
- At least annually, review and discuss with the independent auditor the written report, any other matters required by the applicable requirements of the Public Company Accounting Oversight Board or other regulatory body and any relationships or services that may impact the objectivity and independence of the auditors.
- After reviewing the foregoing report, other written disclosures or relevant relationships or services, the Audit Committee shall evaluate the independent auditor's qualifications, performance and independence. In making its evaluation, the Audit Committee shall take into account the opinions of management and, when the Company has an internal audit function, the opinions of the Company's internal auditors (or other personnel responsible for the internal audit function).

- Review and discuss with the independent auditor at least annually any relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
- Review the rotation of the independent auditor’s lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law, and shall consider whether regular rotation of the audit firm itself is necessary to assure continuing auditor independence.
- Take appropriate action to oversee the independence of the independent auditor.

The Audit Committee shall present its conclusions with respect to the independence and qualifications of the independent auditor to the full Board.

3. Review of Internal Controls and Integrity of Financial Statements. The Audit Committee shall review and discuss the following with management, the internal auditors, if applicable, and the independent auditor, as applicable:

- The scope and timing of the annual audit of the Company’s financial statements.
- The Company’s annual audited and quarterly unaudited financial statements and annual and quarterly reports on Form 10-K and 10-Q, including the disclosures in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, and recommend to the Board whether the audited financial statements and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” should be included in the Company’s Form 10-K.
- The results of the independent audit and the quarterly reviews of the Company’s financial statements, and the independent auditor’s opinion on the audited financial statements.
- the quality and adequacy of the Company’s internal controls, and discussion with management and the independent auditor with regard to any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company’s internal controls;
- The reports and certifications regarding internal control over financial reporting and disclosure controls and procedures, including the quarterly assessments of such controls and procedures by the Chief Executive Officer and Chief Financial Officer.
- Major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company’s selection or application of accounting principles, and major issues as to the adequacy of the Company’s internal controls and any special audit steps adopted in light of material control deficiencies.
- Analyses prepared by management or the independent auditor 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.
- The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company’s financial statements.

- Any significant changes required or taken in the audit plan as a result of any material control deficiency.
- Any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor's activities or on access to requested information, and management's response.

Among the items the Audit Committee shall review with the independent auditor are: accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); any matters respecting auditing or accounting issues related to the engagement for which the audit team consulted outside the audit engagement team; and any "management" or "internal control" letters issued, or proposed to be issued, by the independent auditor. Such review shall also include discussion of the responsibilities, budget and staffing of the Company's internal audit function when the Company has an internal audit function.

4. Audit Committee Report. The Audit Committee will prepare the report of the Audit Committee that SEC rules require to be included in the Company's annual proxy statement.
5. Review of Financial Information Presentation, Earnings Press Releases and Earnings Guidance. The Audit Committee will periodically discuss with management the Company's procedures with respect to the presentation of the Company's financial information and review, in general, earnings press releases, and review and discuss with management and the independent auditor policies with respect to earnings press releases, financial information and earnings guidance provided to the public, analysts and ratings agencies.
6. Disclosure Controls and Procedures. The Audit Committee shall as appropriate review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.
7. Legal and Regulatory Compliance. The Audit Committee shall:
  - Review and discuss with management, the internal auditors, if applicable, and the independent auditor (i) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's Code of Business Conduct and Ethics, compliance with anti-bribery and anti-corruption laws and regulations, and compliance with export control regulations and (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs.
  - Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
  - Discuss with the Company's senior legal officer any legal matters that may have a material impact on the financial statements or the Company's compliance procedures.
8. Complaints. The Audit Committee shall establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.
9. Risk Assessment and Risk Management. The Audit Committee shall review and discuss with management, the internal auditors, if applicable, and the independent auditor guidelines and

policies to identify, monitor, and address enterprise risks. This shall include discussion of the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. In connection with its review of risk, management's assessment thereof and any draft risk factors presented by management, the Audit Committee is entitled to rely on management's identification and assessment of the operational, financial, strategic, regulatory and other risks described.

10. Related Party Transactions. The Audit Committee shall review all transactions between the Company and a related person (as defined in the applicable rules and regulations of the SEC), in accordance with the Company's policies and procedures.
11. Hiring of Auditor Personnel. The Audit Committee shall set hiring policies with regard to employees and former employees of the independent auditor and oversee compliance with such policies.
12. Committee Charter Review. The Audit Committee shall review and reassess, at least annually, the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
13. Performance Review. The Audit Committee shall conduct an annual self-performance evaluation of the Audit Committee, the results of which shall be provided to the Board.

## **MEETINGS AND PROCEDURES**

1. Meetings.
  - The Audit Committee will meet at least once each fiscal quarter at such times and places as the Audit Committee determines. The Audit Committee may meet in person or by telephone or video conference. The chairperson of the Audit Committee shall preside at each meeting. The chairperson will approve the agenda for the Audit Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Audit Committee members present. The Audit Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
  - The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meeting of the Board.
  - The Audit Committee shall meet periodically with members of management, internal auditors (or other personnel responsible for the internal audit function) and the independent auditor in separate executive sessions.
  - The Audit Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.
  - The Audit 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 Audit Committee. The Audit Committee may establish its own meeting schedules, which it shall provide to the Board.

2. Reporting to the Board of Directors. The Audit Committee shall report regularly to the Board with respect to the Audit Committee's activities and recommendations, including any material issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the finance team and the performance and independence of the Company's independent auditor, as applicable.
3. Authority to Retain Advisors. The Audit Committee shall have the authority, in its sole discretion, to select and retain (and terminate) any internal or independent counsel, accounting firm, and other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Audit Committee shall set the compensation and oversee the work of such consultants or advisors. The Company will provide appropriate funding, as determined by the Audit Committee, to pay any such internal or independent counsel, accounting firm, or other expert consultants or advisors hired by the Audit Committee and any administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its activities.
4. Subcommittees. The Audit Committee may form subcommittees for any purpose that the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Audit Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Audit Committee as a whole.
5. Access. The Audit Committee shall be given full access to the chairperson of the Board, management, the independent auditor and, if applicable, the internal auditors, as well as the Company's books, records, facilities and other personnel.
6. Compensation. Members of the Audit Committee shall receive such fees, if any, for their service as Audit Committee members as may be determined by the Board in its sole discretion. Members of the Audit Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof or as otherwise permitted by the applicable law, the rules of the SEC and the rules of the securities exchange on which the Company's securities are listed.