



Cue Biopharma, Inc.

Amended and Restated Audit Committee Charter

Purpose

The primary purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Cue Biopharma, Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities with respect to the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements. In this regard, the Committee is to serve as the independent and objective body (1) to make such examinations as are necessary to monitor the Company’s financial reporting process and system of internal control over financial reporting, (2) to provide the Board with the results of its examinations and recommendations derived therefrom, (3) to outline to the Board improvements made, or to be made, in the financial reporting process and internal control over financial reporting, (4) to have the ultimate authority and responsibility to select, evaluate and replace the independent auditors, and (5) to provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters which require the Board’s attention. The Committee also assists the Board in its oversight of the Company’s compliance with legal and regulatory matters.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Composition

The Committee’s members and its chairperson shall be appointed by, and will serve at the discretion of, the Board. The Committee shall be made up of at least three members of the Board, each of whom shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2), meet the criteria for independence set forth in Rule 10A-3(b)(1) under 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. Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, at the time of his or her appointment to the Audit Committee. 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. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company's annual report filed with the Securities and Exchange Commission (the "SEC")), at least one member of the Audit Committee shall be an "audit committee financial expert" (as defined by applicable SEC rules).

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.

Authority and Responsibilities

The Board delegates certain responsibilities and duties to the Committee to assist the Board in fulfilling its oversight responsibilities. The responsibilities of the Committee shall include:

1. Financial Reporting

- Review on a continuing basis the adequacy of the Company's financial reporting process and system of internal control over financial reporting.
- Conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements or other reports provided to management or the Committee by the independent auditors and any responses to the same by management, and any significant difficulties encountered during the course of the audit.
- Review any significant disagreement among management and the independent auditors in connection with the preparation of the financial statements.
- Review and discuss with management and the independent auditor, before release, the audited financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's annual report on Form 10-K.
- 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.
- Review and discuss with management and the independent auditor, before release, the unaudited quarterly financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's quarterly reports on Form 10-Q.
- Review the Company's quarterly and annual earnings releases.
- Review with the independent auditors and management the extent to which changes or improvements in financial or accounting practices and internal controls, as approved by the Committee, have been implemented.
- Discuss with management and the independent auditors any changes in internal control over financial reporting.

- Receive and review the reports of the Chief Executive Officer and the Chief Financial Officer required by Rule 13a-14 under the Exchange Act.
- Prepare the report of the Committee for inclusion in the Company's annual proxy statement.
- Review the independent auditors' judgment about the quality and appropriateness of accounting principles as applied in financial reporting and consider significant changes to auditing and accounting principles and practices as suggested by the independent auditors or management.
- Review, in conjunction with counsel, any legal, regulatory, or compliance matters that could have a significant impact on the Company's financial statements.

2. Independent Auditors

- Appoint, evaluate, retain and, when necessary, terminate the engagement of the independent auditor.
- Review the independent auditors' proposed audit scope and approach.
- Set compensation of the independent auditor and, without further action by the Board, cause the Company to pay the compensation of the independent auditor established by the Committee.
- Establish policies for the pre-approval of audit services, audit-related services, including internal control-related services, and permitted non-audit services to be performed for the Company by its independent auditors and pre-approve such services as required by such policies; provided, however, that de minimis non-audit services may instead be approved in accordance with applicable SEC rules.
- Review and approve the provision by the independent auditors of all auditing services and any non-audit services and oversee compliance with the requirements of the SEC for independent auditors' services.
- Review and discuss with the independent auditors all significant relationships that the auditors and their affiliates have with the Company and its affiliates in order to determine the auditors' independence.
- Obtain and review the written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Committee concerning independence.
- Review the performance of the independent auditors.
- Monitor the rotation of the partners of the independent auditors as required by applicable laws and rules.

3. Other

- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters or possible violations of the federal securities laws or the rules or regulations promulgated thereunder and for the confidential, anonymous submission by employees of the Company of concerns regarding such matters.
- Regularly review the performance of the financial staff with the independent auditors.
- If necessary, institute special investigations.
- Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
- Review, pursuant to the Company's Related Person Transaction Policy, related party transactions for potential conflicts of interest.
- Review the Company's policies and procedures for reviewing and approving or ratifying related party transactions, including the Company's Related Person Transaction Policy, and recommend any changes to the Board.
- Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits, to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles or to guarantee the independent auditor's reports. These matters are the responsibility of management and the independent auditors.

Meetings; Action by Written Consent

The Committee shall meet with such frequency and at such intervals as it may deem necessary and appropriate, in its judgment, in order to fulfill its responsibilities. The Committee will meet separately with the independent auditors of the Company at such times as it deems appropriate to review issues warranting Committee attention. A majority of the total number of members of the Committee shall constitute a quorum unless the Committee shall consist of one or two members, in which event one member shall constitute a quorum. All matters shall be determined by a majority vote of the members present. Action may be taken by the Committee without a meeting if all members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee.

External Advisors; Delegation

To the extent deemed necessary by the Committee, it shall have the authority to engage outside counsel, independent consultants and other experts at the Company's expense to review any matter

under its responsibility. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

Charter Review

The Committee shall review and assess the adequacy of this Charter annually and at such other intervals as the Committee determines.

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.

Other

Any amendment or other modification of this Charter shall be made and approved by the Board. This Charter shall be made available to the public on the Company's website.

Adopted Effective April 8, 2021