

IMMUNOCORE HOLDINGS PLC

CHARTER OF THE AUDIT AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE AND POLICY

- 1.1. The purpose of the Audit and Compliance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of IMMUNOCORE HOLDINGS PLC (the “**Company**”) is to:

A. Audit purpose

- help the Board oversee the Company’s corporate accounting and financial reporting processes, systems of internal control, and financial-statement audits and the integrity of the Company’s financial statements;
- manage the selection, engagement terms, fees, qualifications, independence, and performance of the registered public accounting firms engaged as the Company’s independent outside auditors and the U.K. statutory auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (the “**Auditors**”);
- review any reports or disclosures required by applicable English law or regulation and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) and The Nasdaq Stock Market LLC (“**Nasdaq**”) or any other the stock exchange that lists the Company’s American Depositary Shares (“**ADSs**”) or ordinary shares;
- oversee the organization and performance of the Company’s internal audit function, if any;
- help the Board oversee the Company’s legal and regulatory compliance;
- review and assess the Company’s risk management, risk assessment and major risk exposures with respect to financial, accounting, operational, and tax, privacy and cybersecurity and information technology risks; and
- provide regular reports and information to the Board with respect to material issues.

B. Healthcare Compliance purpose

- oversee all aspects of the Company’s healthcare law compliance (“**Healthcare Compliance**”) program (“**Healthcare Compliance Program**”) Such oversight responsibilities shall include reviewing and evaluating the Company’s overall state Healthcare Compliance and the implementation, operation and effectiveness of the Healthcare Compliance Program.

- 1.2. The Committee will maintain and foster an open avenue of communication with the Company's management, internal audit group, if any, and Auditors. It will also be responsible for any additional duties and responsibilities that the Board mandates.

2. COMPOSITION

- 2.1. The members of the Committee, including the Chairperson, will be appointed by and serve at the discretion of the Board. Vacancies 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 Board may remove or replace any member of the Committee, with or without cause.
- 2.2. The Committee will consist of at least three members of the Board. Each member of the Committee will satisfy the independence, financial literacy and other requirements imposed by applicable law and stock exchange listing requirements, and any other qualifications determined by the Board. At least one member of the Committee will satisfy the applicable financial-sophistication requirements and any other requirement for accounting or related financial management expertise required by applicable law and stock exchange listing requirements.

3. AUTHORITY

- 3.1. The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. 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 may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company.
- 3.2. The Committee may form and delegate authority to one or more subcommittees to the extent consistent with the Company's articles of association (the "**Articles**"), the Nasdaq Listing Rules or the rules of any other stock exchange that lists the Company's ADSs or ordinary shares and other 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. Any action or decision of a subcommittee, including the preapproval of audit or non-audit services, will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities. The operation of the Committee shall be subject to the Articles as in effect from time to time and the U.K. Companies Act 2006 (the "**Companies Act**").

4. RESPONSIBILITIES

The Committee will oversee the Company's financial-reporting process on behalf of the Board. The Auditors and any other registered public accounting firm engaged for the financial reporting process will report directly to the Committee and be accountable to it. 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 law or the Nasdaq Listing Rules or the rules of any other stock exchange that lists the Company's ADSs or ordinary shares, deviate from its duties, as appropriate, and establish policies and procedures consistent with applicable rules and regulations.

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that

the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

4.1. Auditor Management

- (a) **Selecting Auditors.** The Committee will evaluate and determine whether to appoint, reappoint or remove any Auditors, and will make recommendations to the Board to be put to the shareholders for approval at the annual general meeting. The Committee will also determine the fees of any Auditors, and will evaluate, determine whether to retain and determine the fees of any other registered public accounting firm engaged for the financial reporting process. In addition, the Committee may recommend to the Board to remove the Auditors if circumstances warrant such removal and may replace any other registered public accounting firm engaged for the financial reporting process with a different public accounting firm.
- (b) **Approving Audit and Non-Audit Engagements.** The Committee will review audit plans, the adequacy of staffing, the fees to be paid to Auditors, and oversee the negotiation and execution of any engagement letters on behalf of the Company. The Committee will oversee the rotation of the Auditors' partners on the Company's audit engagement team as required by applicable rules and regulations. The Committee will approve all audit and non-audit related services that the Auditors provide to the Company before the engagement begins, unless applicable rules and regulations allow otherwise. The Committee may establish pre-approval policies and procedures or delegate pre-approval authority to one or more Committee members as permitted by applicable rules and regulations.
- (c) **Auditor Independence.** At least annually, the Committee will assess the qualifications, performance, and independence of the Auditors, or in the case of prospective Auditors, before they are engaged. That assessment will include reviewing written disclosures from any Auditors regarding any relationships they have that may affect independence, as defined by applicable rules and regulations. The Committee will review a written statement from any Auditors affirming their independence, and assess, consider, and discuss with them any potential relationships concerning their objectivity and independence. The Committee will monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and should consider periodically whether, in order to assure continuing auditor independence, there should be a regular rotation of Auditors.
- (d) **Former Employees of Auditors.** The Committee will oversee the policies and procedures as required by applicable rules and regulations governing how the Company may employ individuals who are or once were employed by the Auditors.

4.2. Financial Review and Disclosure

- (a) **Annual Audit Results.** The Committee will review with management and the Auditors the results of the annual audit, a draft of the Auditors' report and the matters required to be communicated to the Committee by the Auditors under applicable standards adopted by the Public Company Accounting Oversight Board ("PCAOB") and approved by the SEC from time to time, including any critical audit matters. In addition, the Committee will review and discuss with management and the Auditors:

- the Auditors’ assessment of the quality of the Company’s accounting principles and practices;
 - alternative treatments of financial information within U.S. generally accepted accounting principles (“GAAP”) for material terms that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the auditor;
 - all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial);
 - the adequacy of the disclosures in the financial statements; and
 - any other matters that the Auditors must communicate to the Committee under applicable accounting or auditing standards.
- (b) **Audited Financial Statement Review; Periodic and Annual Reports.** The Committee will review and discuss with management and the Auditors, upon completion of the audit, the annual audited financial statements, the quarterly financial statements and the Company’s “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors,” as appropriate, with management and the Auditors. The Committee will be responsible for recommending to the Board whether the proposed annual audited financial statements should be included in the Company’s Annual Report on Form 10-K. The Committee shall also oversee the preparation and review of the U.K. statutory accounts and the U.K. annual report, which will be prepared in accordance with UK-adopted IFRS.
- (c) **Earnings Announcements.** The Committee will review and discuss with management and the Auditors any earnings press releases and other financial information and guidance regarding the Company’s results of operations provided publicly or to ratings agencies.
- (d) **Annual Report; Proxy Report.** The Committee will oversee the preparation of any report required by applicable rules and regulations to be included in the Company’s annual report or the annual proxy statement.
- (e) **Accounting Principles and Policies.** The Committee will review and discuss with management and the Auditors significant issues regarding accounting principles and financial-statement presentation, including:
- critical accounting policies and practices;
 - alternative accounting policies available under GAAP;
 - the potential impact on the Company’s financial statements of alternative treatments; and
 - any other significant reporting issues and judgments, significant regulatory, legal, and accounting initiatives, or developments that may have a material impact on the Company’s financial statements, compliance programs, and policies.

The Committee will review with the Auditors and management, if appropriate, any written communication, such as any management letter or internal-control letter, before the Auditors issue it and before management responds to the communication.

- (f) **Management and Auditor Analyses.** The Committee will review any analyses prepared by management or the Auditors 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.
- (g) **Management Cooperation with Audit.** The Committee will evaluate management's cooperation with the Auditors during their audit examination, including any significant difficulties or disagreements encountered during the audit, if any, including any restrictions on the scope of their activities or access to required records, data and information. The Committee will resolve any conflicts or disagreements regarding financial reporting.
- (h) **Correspondence with Regulators.** The Committee will consider and review with management, the Auditors, and outside advisors or accountants at least annually any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

4.3. Internal Control and Procedures

- (a) **Risk Assessment and Management.** The Committee will review and discuss with management and the Auditors the Company's policies on financial risk management and assessment. The Committee will provide regular reports to the Board about material issues affecting the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance or independence of the Auditors, the performance of the Company's internal audit function, if any, and other matters as the Committee deems appropriate.
- (b) **Internal Control over Financial Reporting; Disclosure Controls.** The Committee will confer with management and the Auditors concerning the scope, design, adequacy and effectiveness of internal control over financial reporting and the Company's disclosure controls and procedures. The Committee will review reports on significant findings and recommendations with respect to internal controls over financial reporting, together with management responses and any special audit steps adopted in light of any material control deficiencies.
- (c) **Internal Control Report.** At least annually, the Committee will review a report by the Auditors describing its internal quality-control procedures and any material issues raised by (i) that firm's internal quality-control review, (ii) any peer review of the firm's internal quality-control procedures or review, or (iii) any inquiry or investigation by governmental or professional authorities conducted in the last five years of any audit performed by the Auditors. As part of this annual review, the Auditors' report will also describe any steps taken to address the issues raised.
- (d) **Internal Auditors.** Should an Internal Audit team be established: The Committee will review the audit plan of the Internal Audit team and discuss with that team the adequacy and effectiveness of the scope, staffing, and general audit approach. The Committee will review any significant reports prepared by the Company's internal auditors, as well as management's response. The head of the internal auditors will also report to and be evaluated by the Committee.
- (e) **Complaint Procedures.** The Committee is responsible for overseeing procedures for receiving, retaining, and investigating:

- complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential; and
- confidential and anonymous submissions by employees concerning questionable accounting or auditing matters.

4.4. Information Security Matters

- (a) **Information Security Oversight.** The Committee shall oversee the Company's policies, procedures, plans and information technology systems designed to ensure and manage risks relating to the security, confidentiality, availability and integrity of information, as well as the operation and effectiveness thereof. This oversight includes receiving periodic reports from management on such policies, procedures, plans and systems, the operation and effectiveness thereof, and the Company's management of risks relating to information security, confidentiality, availability and integrity.
- (b) **Information Security Oversight.** The Committee shall review with management any disclosures in the Company's reports filed with the Securities and Exchange Commission relating to the information security matters described in clause (a) above.

4.5. Assessing the Healthcare Compliance Program

- (a) **Healthcare Compliance Assessment.** The Committee shall assess management's implementation of the Healthcare Compliance Program elements, including:
- The Chief Compliance Officer's direct access to senior management and the allocation of sufficient funding, resources and staff to fully perform his or her responsibilities;
 - The Company's written compliance policies and procedures that guide the Company and the conduct of its staff in day-to-day operations, and relevant education and training for the Board and all affected staff and the Company's agents;
 - Appropriate mechanisms for staff to seek guidance and to report concerns;
 - The Company's systems and processes that are designed to:
 - Periodically assess the Company's Healthcare Compliance obligations and associated risks;
 - Monitor and audit the Company's systems, processes and transactions related to Healthcare Compliance;
 - Investigate alleged misconduct involving possible Healthcare Compliance;
 - Promote and enforce standards through incentive and disciplinary actions;
 - Make necessary modifications to Healthcare Compliance Program.
- (b) **Meeting with Chief Compliance Officer.** The Committee shall meet at least semi-annually with the Chief Compliance Officer and such other members of management as the Committee deems appropriate.

- (c) **Reports to the Committee.** The Chief Compliance Officer will report to the Committee any incidents or information suggesting significant Healthcare Compliance concerns that could affect the Compliance Program or the Company. Any information suggesting significant Healthcare Compliance concerns involving any of the Company's officers shall be reported to the Chair immediately.

4.6. Other Matters

- (a) **Committee Self-Assessment.** The Committee will annually evaluate its performance and the adequacy of this Charter.
- (b) **Other Legal and Finance Matters.** The Committee will review with management legal and regulatory compliance and any actual, pending, or threatened legal or financial matters that could significantly affect the Company's business or financial statements or as otherwise deemed appropriate by the Committee.
- (c) **Attorneys' Reports.** The Committee will receive, review and discuss with the Company's General Counsel attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of U.K., U.S. or other applicable law.
- (d) **Investigations.** The Committee will investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.
- (e) **Ethical Compliance.** The Committee will review the results of management's efforts to monitor compliance with the Company's programs and policies adhering to applicable laws and rules, including the Company's Code of Business Conduct and Ethics.
- (f) **Related Party Transactions.** The Committee will review and approve, in accordance with the Company's policies, any related party transaction as defined by applicable rules and regulations.
- (g) **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.
- (h) The Committee shall perform all its duties on the basis of the considerations required to be taken into account by the Nasdaq Listing Rules or the rules of any other stock exchange on which the Company's ADSs or ordinary shares are listed, all applicable codes of practice and laws 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 Company, including their duties under the Companies Act.
- (i) The Committee's responsibility is one of oversight. The members of the Committee are not employees of the Company, and they do not perform management's or any Auditors' functions. The Committee relies on the expertise and knowledge of management, the internal auditors, and any Auditors in carrying out its oversight responsibilities. Management is responsible for preparing accurate and complete financial statements in accordance with GAAP, crafting periodic reports, and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Auditors will audit the Company's annual consolidated financial statements and, when required, the effectiveness of the Company's internal control over financial

reporting and review the Company's quarterly or semi-annual financial statements. It is not the Committee's responsibility to prepare or certify the Company's financial statements, guarantee the audits or reports of the Auditors, certify as to whether any Auditors are "independent" under applicable rules, or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP, or otherwise comply with applicable laws and the Company's policies.

5. MEETINGS AND MINUTES

- 5.1. The quorum necessary for the transaction of business shall be two members and the Committee may act by a vote of a majority of the members present at such meeting.
- 5.2. The Committee will meet at least quarterly, but may meet more frequently if its members deem doing so necessary or appropriate. The Committee will determine where and when to meet and provide this schedule in advance to the Board. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend before the date of the meeting.
- 5.3. Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management, personnel in charge of the internal-audit function and the Auditors in separate executive sessions. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.
- 5.4. The Committee will maintain written minutes of its meeting 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.
- 5.5. As part of its goal to foster open communication, the Committee shall periodically meet separately with each of management, the Auditors and the internal auditors (or other personnel or service providers responsible for the internal audit function) to discuss any matters that the Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Committee should meet with the Auditors and management quarterly to review the Company's financial statements in a manner consistent with that outlined under "Responsibilities – Financial Review and Disclosure" in this charter.

Adopted/last amended: **December 31, 2023**
Effective: **January 1, 2024**