

**AEGLEA BIOTHERAPEUTICS, INC.
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

**As adopted June 15, 2015
(Effective as of April 6, 2016)
Updated November 5, 2020
Updated November 2, 2021**

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Aeglea BioTherapeutics, Inc. (the “**Company**”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s financial accounting, reporting, compliance and internal controls. The Committee’s principal functions are to:

- assist the Board in its oversight of the Company’s accounting and financial reporting processes and internal controls, including its audits and the integrity of the Company’s financial statements;
- assist the Board in its oversight of compliance by the Company with legal and regulatory requirements;
- assist the Board in its determination of the qualifications, independence and performance of the Company’s independent registered public accounting firm (the “**Independent Auditors**”);
- risk assessment and management; and
- prepare and execute the committee report as required by the rules of the U.S. Securities and Exchange Commission (the “**Commission**”) to be included in the Company’s annual proxy statement.

This charter (this “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The function of the Committee primarily is one of oversight. 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 or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles (“**GAAP**”). This is the responsibility of the Company’s management and the Independent Auditors. In addition, the Company’s management is responsible for managing its risk function and for reporting on its processes and assessments with respect to the Company’s management of risk.

While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. MEMBERSHIP

The Committee will consist of three or more members of the Board (provided that the Committee may consist of a lesser number of members as permitted by the Exchange Act or the Exchange Rules, each as defined below), with the exact number determined by the Board. All members of the Committee will be appointed by the Board and will serve at the Board's discretion. Members of the Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

Each member of the Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations (the “**Commission Rules**”) of the Commission or of the securities exchange on which the Company's securities are listed (the “**Exchange Rules**”), or such other qualifications as are established by the Board from time to time:

- Each member of the Committee must meet the independence requirements of the Commission and of the listing standards of the securities exchange on which the Company's securities are listed.
- Each member of the 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.
- No member of the Committee will 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.
- At least one Committee member will have past employment or management experience in finance or accounting, or any other comparable experience or background resulting in similar financial sophistication, as determined by the Board and as required by the Exchange Rules. In addition, at least one Committee member must qualify as an “audit committee financial expert” as defined in the Commission Rules.

Chairperson

The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. The Chair will set the agenda for, preside over and conduct the proceedings of Committee meetings. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

II. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These responsibilities and duties are set

forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations, as the Board may request or prescribe, or as the Committee deems necessary or appropriate consistent with its purpose.

Financial Statements and Disclosures

The Committee will:

1. Prior to distribution to the public, review and discuss with management and the Independent Auditors the Company's quarterly and annual financial results, earnings press releases and earnings guidance provided to analysts and rating agencies, and other public announcements regarding the Company's operating results;
2. Review and discuss with following with management and the Independent Auditors, as applicable:
 - 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 annual financial statements should be included in the Company's Annual Report on Form 10-K;
 - the financial statements (including the related notes) and the results of the Independent Auditors' audit or review of the financial statements;
 - all critical audit matters (CAMs) proposed by the Independent Auditors to be included in the Independent Auditors' annual audit report;
 - any items required to be communicated by the Independent Auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB"); and
 - any significant issues, events and transactions and any significant changes regarding accounting principles, practices, policies, judgments or estimates.

Internal Controls

With respect to the Company's internal controls, the Committee will:

3. Review and discuss with the Independent Auditors and the Company's management, and provide oversight over, the design, implementation, adequacy and effectiveness of the Company's accounting and financial processes and systems of internal controls and material changes in such controls, including any control deficiencies, significant deficiencies and material weaknesses in their design or operation.
4. Review any allegations of fraud involving management or any employee of the

Company with a significant role in the Company's accounting and financial reporting process and systems of internal controls that are disclosed to the Committee.

5. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter, internal control reports or other required communications. If appropriate, approve a schedule for implementing any recommended changes and monitor compliance with the schedule.

6. Periodically consult with the Independent Auditors out of the presence of the Company's management about internal controls, the fullness and accuracy of the Company's financial statements and any other matters that the Committee or the Independent Auditors believe should be discussed privately with the Committee.

7. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Oversee the review of any such complaints and submissions that have been received, including the current status and the resolution, if one has been reached.

Independent Auditors

With respect to the Company's Independent Auditors, the Committee will:

8. Be directly responsible for the selection, appointment, discharge, compensation, retention and oversight of the work of the Independent Auditors and any other registered public accounting firm engaged for the purpose of preparing and issuing an audit report or performing other audit-related services for the Company. The Independent Auditors will report directly to the Committee.

9. Review and discuss with the Independent Auditors and management (a) any significant audit problems or difficulties, including difficulties encountered by the Independent Auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (b) any significant disagreements between management and the Independent Auditors and (c) management's response to these problems, difficulties or disagreements.

10. Review the qualifications, performance and continuing independence of the Independent Auditors, including:

- obtaining and reviewing, on an annual basis, a formal written statement from the Independent Auditors describing (a) all relationships between the Independent Auditors and the Company required to be disclosed by applicable requirements of the PCAOB, (b) the Independent Auditor's internal quality control procedures, and (c) any material issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities;

- reviewing and discussing with the Independent Auditors relationships or services (including permissible non-audit services) that may affect their objectivity and independence, including the nature and scope of any such relationships;
- overseeing the rotation of the Independent Auditors' lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law; and
- taking, or recommending that the Board take, such other appropriate actions as may be required or desirable by the Committee to oversee the independence of the Independent Auditors, including discontinuing any relationships that the Committee believes compromise the independence of the Independent Auditors.

11. Consider and assess the desirability of developing hiring policies for the Company's hiring of employees or former employees of the Independent Auditors, as required by regulations and by applicable listing standards.

12. Review the Independent Auditors' annual audit plan, scope of audit activities and staffing.

13. Approve the fees and other compensation to be paid to the Independent Auditors (or other registered public accounting firms), and pre-approve all audit and non-audit related services provided by the Independent Auditors (or other registered public accounting firms) permitted by the Exchange Rules, Commission Rules and applicable law or regulation. The Committee may establish pre-approval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the Independent Auditors (or other registered public accounting firms) to render services to the Company including, without limitation, policies that would allow the delegation of pre-approval authority to one or more members of the Committee.

14. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding the following: (a) critical accounting policies, estimates and practices used; (b) alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the alternatives, and the treatment preferred by the Independent Auditors; (c) other material written communications between the Independent Auditors and the Company's management; and (d) any matters required to be communicated to the Committee under GAAP and other legal or regulatory requirements.

Risk Oversight and Compliance

The Committee will:

15. Review with management the Company's major financial risks and enterprise exposures and the steps management has taken to monitor or mitigate such risks and exposures, including the Company's procedures and any related policies with respect to risk assessment and

risk management.

16. Review with management the Company's cybersecurity and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and respond to data breaches.

17. Review with management the Company's risk exposures in other areas, as the Committee deems necessary or appropriate from time to time.

18. Review the status of any significant legal and regulatory matters and any material reports or inquiries received from regulators or government agencies that could reasonably be expected to have a significant impact on the Company's financial statements.

19. Review transactions involving the Company and related parties pursuant to the Company's Related Party Transaction Policy.

Corporate Governance

The Committee will:

20. Annually prepare a report to the Company's stockholders for inclusion in the Company's annual proxy statement as required by the Commission Rules.

21. Review and establish any appropriate changes to the insurance coverages for the Company's directors and officers.

III. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain consultants, accountants, legal counsel, experts and other advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations, and will have direct oversight of the work performed by such advisers and the right to terminate their services. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. The Company will provide for appropriate funding, as determined by the Committee, for

- payment of compensation to any consultants, accountants, legal counsel, experts and other advisers retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

IV. MEETINGS AND ACTIONS WITHOUT A MEETING

Meetings of the Committee will be held from time to time, as determined by the

Committee. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee also may act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws.

V. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Committee will regularly report to the Board on its activities.

VI. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the Commission Rules and the Company's Certificate of Incorporation and Bylaws, form and delegate, either exclusively or non-exclusively, authority to subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.

VII. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate on an annual basis the Committee's composition and performance. The Committee will also review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines appropriate.