

INSTIL BIO, INC.

AUDIT COMMITTEE CHARTER

Effective as of November 12, 2024

I. Purpose

The purpose of the Audit Committee (the “*Committee*”) is to oversee the accounting and financial reporting processes, systems of internal controls over financial reporting, and the audits of the financial statements of Instil Bio, Inc. (the “*Company*”). In addition, the Committee assists the Board of Directors of the Company (the “*Board*”) in overseeing the Company’s risk assessment and risk management programs and its legal, regulatory and ethical compliance programs, as established by management and the Board.

The Committee’s responsibilities are limited to review and oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles (“*GAAP*”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

I. Composition

The Committee must consist of at least three directors, subject to any available exception. Each Committee member must satisfy the independence requirements of The Nasdaq Stock Market LLC (“*Nasdaq*”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “*SEC*”), subject in each case to any applicable exception. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be a financial expert as defined under SEC rules.

Committee members may be removed from the Committee, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership.

II. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee and/or the Chair of the Committee must meet separately, periodically, with management, with the internal auditor (if any) and with the independent auditor.

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

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its 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 amended and restated bylaws and applicable Nasdaq rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

III. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment, Review and Oversight.* The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) 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. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence.* The Committee must ensure the independence of the independent auditor and that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent 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.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee will discuss with the independent auditor any audit problems or difficulties and management's response.

4. *Form 10-K Review.* The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's

disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

5. *Audit Committee Report.* The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company’s annual proxy statements.

Quarterly Financial Statements

6. *Form 10-Q Review.* The Committee must review and discuss the quarterly financial statements with management and the independent auditor, including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Other Duties and Responsibilities

7. *Review of Earnings Releases and Financial Information Presentation.* The Committee must discuss the Company’s earnings press releases, as well as financial information and any earnings guidance provided to analysts and rating agencies. The Committee shall periodically discuss with management the Company’s procedures with respect to the presentation of the Company’s financial information (paying attention to any use of “pro forma” or “adjusted” non- GAAP information).

8. *Risk Assessment, Risk Management and Cybersecurity.* The Committee must review and discuss the Company’s policies with respect to risk assessment and risk management and the steps taken by management to identify, monitor and control exposures to strategic, financial, operational, regulatory and other risks inherent in the Company’s business. The Committee will also review and discuss the Company’s procedures and internal controls relating to cybersecurity and other information technology risks, including the Company’s plans to mitigate cybersecurity risks and to respond to data breaches.

9. *Hiring of Independent Auditor Employees.* The Committee will consider and, if it deems appropriate, set clear hiring policies with respect to employees or former employees of the Company’s independent auditor and oversee compliance with such policies.

10. *Internal Control Over Financial Reporting.* The Committee must review and discuss with management the auditors, and the internal auditor (if any), as appropriate, the scope, timing and results of the annual audit of the Company’s financial statements, and the scope, adequacy and effectiveness of internal control over financial reporting, including any significant deficiencies or material weaknesses identified by the auditors, and review with management and the auditors any fraud, whether or not material, that includes management or other employees who have any significant role in the Company’s internal control over financial reporting and any significant changes in internal controls or other factors that could significantly affect internal controls, including any corrective actions in regard to significant deficiencies or material weaknesses.

11. *Complaint Procedures.* The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

12. *Review of Related Person Transactions.* The Committee must review all related person transactions as defined by Item 404 of Regulation S-K on an ongoing basis and all such transactions must be approved or ratified by the Committee.

13. *Compliance and Legal Matters.* The Committee must review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules. The Committee will also review with the Company's counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements.

14. *Review of Code of Business Conduct and Ethics.* The Committee will periodically consider and discuss with management the Company's Code of Business Conduct and Ethics (the "*Code*") and the procedures in place to enforce the Code. The Committee will also consider and discuss and, as appropriate, grant requested waivers from the Code brought to the attention of the Committee, though the Committee may defer any decision with respect to any waiver to the Board.

15. *Directors and Officers Insurance Coverage.* The Committee will review periodically the terms and conditions of the Company's directors and officers insurance policy and make recommendations to the Board with respect to changes thereto.

16. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

17. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

IV. Delegation of Duties

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee to the extent consistent with the Company's amended and restated bylaws and Nasdaq rules.