



Vaxxinity, Inc. Audit Committee Charter

Adopted and Approved
November 5, 2021

I. Authority

The Board of Directors (the “**Board**”) of Vaxxinity, Inc. (the “**Company**”) has adopted this charter (this “**Charter**”) for its Audit Committee (the “**Committee**”).

This Charter defines the duties and responsibilities of the Committee.

II. Composition

A. Number and Qualifications

The Committee shall have at least three members. Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Board (“**Director**”) who serves on the Committee must be affirmatively determined by the Company to satisfy the requirements established by the Company’s Corporate Governance Guidelines, as well as by the rules and regulations promulgated by the Securities and Exchange Commission (the “**SEC**”), including those issued pursuant to Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the corporate governance listing standards of the Nasdaq Stock Market (“**Nasdaq**”) to be considered an “independent” Director.

In addition to satisfying the foregoing independence requirements, each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement, and at least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in such member’s financial sophistication, and satisfy the criteria to be an “audit committee financial expert” under the rules and regulations of the SEC, as those qualifications are interpreted by the Board. No member of the Committee shall have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

No Committee member shall serve on the audit committees of more than two other public companies at the same time as he or she serves on this Committee, unless the Board specifically determines that such service would not impair the ability of an existing or prospective Committee member to serve effectively on the Committee. Further, each prospective Committee member shall evaluate carefully the existing demands on his or her time before accepting appointment or re-appointment to the Committee.

B. Appointment

The Board, pursuant to the Company's amended and restated bylaws (the "**Bylaws**"), upon the recommendation of its Nominating and Governance Committee, shall elect the chairperson and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Company's annual stockholders meeting. If the Board fails to elect a chairperson, the members of the Committee may elect a chairperson by majority vote of all members. Vacancies on the Committee shall be filled by a vote of the Board.

C. Removal

The Board may remove a member of the Committee or replace the chairperson, provided that the Board must, at all times, assure that the Committee will have, as soon as practicable, a chairperson and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

D. Resignation

Any member of the Committee may resign therefrom at any time by delivering a letter of resignation to the Chairperson of the Board with a copy to the Lead Independent Director, if applicable, the chairperson of the Committee and the Secretary of the Company. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective has not been specified therein, then it shall take effect immediately upon its receipt by the Chairperson of the Board; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

III. Purpose and Responsibilities

A. Purpose

Consistent with the Company's Corporate Governance Guidelines, and in addition to any other responsibilities which may be assigned from time to time to the Committee by the Board, the Committee shall have the following purpose of assisting the Board's oversight of:

- the quality and integrity of the Company's financial statements and accounting and financial reporting practices;
- the effectiveness of the Company's internal control over financial reporting;
- the Company's processes and procedures relating to assessment and management of financial, disclosure and reporting risks;
- the qualifications, independence and performance of the Independent Auditor (as defined below);
- the internal audit group;
- related person transactions;

- the design, implementation and performance of the Company’s internal audit function; and
- the Company’s compliance with legal and regulatory requirements (including U.S. federal securities laws) with respect to the preceding matters.

In addition, the Committee assists the Board in connection with the Company’s financial structure and strategy. The Committee also provides assistance to the Board by performing certain functions in connection with reports of material violations of securities laws, material breaches of fiduciary duties, and similar violations by the Company, and investigations related to such reports. Further, the Committee shall produce the Committee’s report to be included in the Company’s annual proxy statement.

B. Responsibilities

While the fundamental responsibility for preparing the Company’s financial statements rests with management and the responsibility for the audit of such financial statements rests with the Independent Auditor, and while the Independent Auditor is responsible for conducting audits, the Committee shall have the following authority and responsibilities:

I. Independent Auditor

a. Appointment and Oversight

The Committee is responsible for the appointment, compensation, retention, removal, replacement and oversight of, and pre- approval of services provided by, the registered accounting firm engaged for the purpose of preparing or issuing an audit report and performing other audit, review, or attest services covering the consolidated financial statements of the Company (the “**Independent Auditor**” or “**firm**”) and any other services provided to the Company by such firm. The Independent Auditor shall report directly to the Committee. The Committee shall have a clear understanding with the Independent Auditor that the firm is ultimately accountable to the Committee. The Committee shall provide the Independent Auditor with access to the Committee and the Board as may be necessary to enable the Independent Auditor to report on any and all appropriate matters within the scope of its responsibilities.

b. Evaluation

The Committee shall, no less than annually (including at the time it appoints the Independent Auditor), evaluate the Independent Auditor’s qualifications, performance, fees, and independence. This evaluation shall include the review and evaluation of the lead audit partner of the Independent Auditor. In making its evaluation, the Committee shall take into account the opinions of management and personnel responsible for the design and implementation of the internal audit function. The Committee shall report its findings to the Board.

c. Annual Report on Quality Control and Independence

The Committee shall receive and review, at least annually, a report from the Independent Auditor

relating to the firm's independence and quality of its internal controls. This report shall describe (i) the Independent Auditor's internal quality-control procedures, (ii) any material issues raised by the most recent peer review, internal quality-control review or Public Company Accounting Oversight Board ("PCAOB") review of the firm, (iii) any material issues raised by any governmental or professional authority in any inquiry or investigation, within the preceding five years, regarding any independent audit carried out by the firm, and (iv) any steps taken to deal with any issues raised in connection with clauses (ii) through (iii) above. The Committee shall require as part of the Independent Auditor's engagement letter that the Independent Auditor inform the Committee and the Company immediately if it becomes aware that the Independent Auditor's audit of the Company is being reviewed as part of the PCAOB's inspection of the Independent Auditor.

Further, to assist the Committee in assessing the firm's independence, the report shall describe relationships between the Independent Auditor and the Company (including any significant fees for any anticipated non-audit services), including all those required by the applicable requirements of the PCAOB regarding the Independent Auditor's communications with the Committee concerning independence and Rule 2-07 of Regulation S-X promulgated by the SEC. The Committee 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, or recommend that the Board take, appropriate action in response to the Independent Auditor's report to satisfy itself of the Independent Auditor's independence.

d. Firm Rotation and Partner Selection

The Committee shall periodically consider whether the Company should have a policy requiring a regular rotation of the Independent Auditor and report its findings to the Board. The Committee and its chairperson shall also be involved in the selection of the Independent Auditor's lead partner on the engagement with the Company. The Committee shall ensure compliance with the rules and regulations promulgated by the SEC and PCAOB regarding rotation of the lead partner and concurring and reviewing partners of the Independent Auditor.

e. Hiring Policy

The Committee shall also be informed of and review the Company's hiring of current or former employees of the Independent Auditor and ensure compliance with the applicable rules and regulations promulgated by the SEC and the corporate governance listing standards of Nasdaq with respect to auditor independence.

f. Independent Auditor Plan

The Committee shall review with the Independent Auditor and management the plan and scope of the Independent Auditor's proposed annual financial audit and quarterly reviews, including the procedures to be utilized and the Independent Auditor's compensation. The Committee or subcommittee thereof shall also pre-approve audit, non-audit, and any other services to be

provided by the Independent Auditor in accordance with such policies as may, from time to time, be adopted by the Committee.

g. Audit Reports and Reviews

The Committee shall, in consultation with management, including the internal audit function, and the Independent Auditor, review the results of the annual financial audit and limited quarterly reviews of the Company's financial statements, significant findings thereof, and any other matters required to be communicated by the Independent Auditor under Generally Accepted Auditing Standards, including, if applicable, the Independent Auditor's summary of any significant accounting, auditing and internal control issues, along with questions, comments and recommendations and management's corrective action plans, if applicable (i.e., the management or internal control letter).

In conjunction with its annual audit and its limited quarterly reviews of the Company's financial statements, the Independent Auditor will review with the Committee any problems or difficulties the Independent Auditor encountered in the course of its work, including any restrictions on the scope of the firm's activities, its access to information, any critical audit matters that have been identified by the Independent Auditor in connection with its audit of the Company's annual financial statements for the current audit period or any significant disagreements with management and management's responses to such matters. Management shall notify the Committee when it seeks a second opinion on a significant accounting issue. The Committee shall be responsible for the resolution of any disagreements between management and the Independent Auditor regarding financial reporting.

2. Internal Audit

a. Oversight

The Committee shall, at least annually, review and approve management's plan with respect to the purpose, organization, responsibilities, budget, performance and staffing of the internal audit function (and any related charters or other organizational documents thereof) and its plans for the implementation of the internal audit function. The Committee shall review and approve the annual audit plan and all major changes to the plan and receive periodic reports summarizing the results of the internal audit projects, including any material findings. The Committee's review shall include a discussion of those plans with the Independent Auditor. The Committee shall periodically meet separately with the head of the internal audit function to discuss any material issues encountered in the course of the work of the internal audit team.

b. Internal Control Over Financial Reporting

The Committee shall review the internal audit group's work with regard to the Company's internal control over financial reporting and the scope of the audits planned to be performed by the internal audit group and by the independent auditor in that regard.

c. Appointment or Dismissal

The Committee shall appoint and dismiss the head of the internal audit function.

3. Financial Statements

a. Form 10-K

The Committee shall meet to review, in consultation with management, including the internal audit function, and the Independent Auditor, the Company's annual financial statements, the Independent Auditor's report, Management's Report on Internal Control over Financial Reporting, and the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") to be contained in the annual report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of the Form 10-K) prior to the filing of the Form 10-K with the SEC. The Committee shall be responsible for providing the Board with a recommendation as to the inclusion of the Company's financial statements in the Form 10-K.

b. Form 10-Q

The Committee shall meet to review, in consultation with management and the Independent Auditor, the Company's interim financial statements (including disclosures under MD&A), prior to filing each of the Company's Quarterly Reports on Form 10-Q with the SEC.

c. Scope of Review

In reviewing the Company's Forms 10-Q and 10-K and information included above in the "Earnings Release and Information" section, the Committee shall meet to review with management, including the internal audit function, and the Independent Auditor:

- the certifications required to be made by management in relation to the filings, including regarding any significant deficiencies or material weaknesses in the design or operation of the Company's internal control over financial reporting, the adequacy of disclosures about changes in internal control over financial reporting, and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's system of internal control;
- major issues regarding the presentation of, and the clarity of the disclosure in, the Company's financial statements;
- all critical accounting policies and practices used by the Company, including (i) major issues or significant changes in the Company's selection or application of its accounting principles, (ii) all alternative treatments of financial information within generally accepted accounting principles in the United States ("GAAP") that have been discussed with the management of the Company, the ramifications of the use of such alternative disclosures or treatments and the treatment preferred by the auditor, including judgments about the quality, not just the acceptability, of accounting principles, (iii) any policies or practices

for the collection and maintenance of data to be reflected in sustainability reports and other environmental, social and governance written materials and (iv) other material written communications between the Independent Auditor and the management of the Company, such as any management letter or schedule of unadjusted differences;

- significant regulatory and accounting initiatives, including material changes in, or adoptions of, accounting principles and disclosure practices and standards;
- the effect of off-balance sheet structures on the Company's financial statements;
- analyses prepared by management or the Independent Auditor regarding the foregoing matters; and
- other communications regarding the results of the Independent Auditor's audit or review, including any other matters required to be communicated to the Committee by the Independent Auditor under Generally Accepted Auditing Standards, including by engaging with management and the Independent Auditor during the implementation process of new GAAP standards.

4. *Earnings Releases and Guidance*

a. *Review of Releases*

The Committee (or Committee chairperson) shall discuss with management the Company's earnings releases and reports to rating agencies, including any disclosures that contain GAAP and non-GAAP annual and quarterly financial information that is included in earnings press releases, including pro-forma or adjusted non-GAAP information, and other related financial information or earnings guidance contained therein and/or that is regularly provided to analysts and ratings agencies.

b. *Periodic Review*

In addition, the Committee shall periodically review and discuss with management and the Independent Auditor the type of presentation and information to be included in the Company's earnings press releases (including, but not limited to, the use of "pro forma" and "non-GAAP" financial information), and earnings guidance, to the extent such guidance has been, or is being considered to be, provided to analysts and rating agencies.

5. *Finance Matters*

a. *Review of Financial Structure*

The Committee shall assist the Board in its oversight of the Company's financial structure (including sources and uses of capital), financial condition (including matters such as liquidity, debt levels, financial capacity, credit ratings, and interest rate risk exposure) and capital strategy. In fulfilling this responsibility, the Committee shall:

- annually review the Company’s financial condition, structure, and strategy in connection with the Board’s consideration of the Company’s business plan and budget;
- periodically review reports from management on the Company’s financial condition, structure, and the implementation of its financial strategy;
- periodically review and make recommendations to the Board with respect to guidelines governing the transactions that require approval or review by the Board or the Committee;
- review and make recommendations to the Board with respect to sources of capital, including borrowings, in accordance with Board-approved transaction guidelines;
- review and make recommendations to the Board with respect to uses of capital, including, among other things, dividends and stock repurchase programs;
- periodically review the Company’s strategy for and use of derivatives for hedging risks and for other purposes and, in connection with such responsibility, the Committee shall review and consider at least annually and shall have the authority to approve the Company’s decision to enter into swaps and security-based swaps that are subject to the exception for “end users” from the mandatory clearing and exchange trading provisions of the Dodd-Frank Act; provided, however, that in exercising this authority, the Committee may approve the Company’s decision to use swaps and security-based swaps on a general basis and does not need to make such approvals on a swap-by-swap basis;
- periodically review the performance and funding of the Company’s retirement programs;
- periodically review the Company’s insurance coverage, including Directors & Officers liability insurance; and
- periodically review the Company’s tax status and strategy.

b. Policy and Procedures Governing Related-Person Transactions

The Committee shall have the authority to administer the Related-Person Transaction Policy, and to review and approve or ratify any Related-Person Transaction, as defined therein. The Committee shall have the authority (i) to review and, if appropriate, recommend changes to the Related-Person Transaction Policy to the Board and (ii) to develop, or delegate to others the task of developing, additional procedures for the gathering of information regarding potential Related-Person Transactions.

c. Approval of Other Matters

The Committee shall also have the authority to approve certain transactions and other matters that are consistent with guidelines that may be established from time to time by the Board.

6. Financial Compliance, Internal Control over Financial Reporting and

Risk Management

a. Financial Compliance

The Committee shall oversee the Company's financial compliance (i.e., accounting, auditing and financial reporting) and receive regular reports from the Compliance Officer on any significant compliance findings and recommendations. The Committee shall also establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters. The chairperson of the Committee or the Committee as a whole will review any reports directed to it with regard to any financial compliance reports made to the Compliance Department or the Company's Hotline (as described in more detail in the Hotline Policy and the Investigations Policy), including any reports related to accounting, internal accounting controls, or auditing matters.

b. Regulatory Action and Investigations

Unless otherwise determined by the Board, the Committee (i) shall have the authority to oversee the Company's response to regulatory actions and investigations involving financial, accounting, and internal control matters, and (ii) may investigate any matter within the scope of its responsibilities that it determines appropriate.

c. Internal Control over Financial Reporting and Disclosure Controls and Procedures

The Committee shall review with management, including the head of internal audit, and the Independent Auditor the quality and adequacy of the Company's internal control over financial reporting, including (i) management's report on the effectiveness of the Company's internal control over financial reporting, (ii) if applicable to the Company, the Independent Auditor's report on its audit of the effectiveness of the Company's internal control over financial reporting and (iii) the Company's disclosure controls and procedures, including their effectiveness.

d. Risk Assessment

The Committee shall discuss the Company's major financial and other risk exposures, including the Company's processes and procedures relating to assessment and management of financial, disclosure and reporting risks, and the steps that management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. In fulfilling this responsibility, the Committee shall, no less than annually, receive and provide to the Board a report from management regarding the manner in which the Company is assessing and managing the Company's exposure to financial and other risks.

7. *Company Compliance*

The Committee shall oversee all aspects of and run the Company's compliance program through the Compliance Officer. The Compliance Officer is accountable to the Committee. The

Committee shall receive reports, as appropriate and at least annually, from the Compliance Officer on compliance matters, including corporate compliance risk areas and methods for reducing the Company's vulnerability to corruption, fraud and abuse. The Committee shall also receive, as appropriate, updates on the Company's Global Compliance Committee's (the "**Compliance Committee**") activities, recommendations or any other work product of the Compliance Committee by the Compliance Committee.

The Committee shall also oversee certain matters related to the Company's Code of Conduct and Ethics (the "**Code**"), which is administered by the Company's Compliance Officer. With the Company's Compliance Officer, the Committee shall provide a reporting mechanism so that associates (as defined in the Code) have a confidential and anonymous method of reporting not only actual or suspected violations of the Code but concerns regarding federal securities or antifraud laws, financial, accounting and auditing issues, any federal law relating to fraud against stockholders or any other matters that should be reported.

IV. Committee Operations

A. Meeting Schedule

The Committee shall approve its schedule of meetings and shall meet at least quarterly. The Committee may hold additional meetings at the direction of the Committee chairperson or at the request of any Committee member. The Committee may meet in person, by telephone conference call or by video conference, and may act by unanimous written consent.

B. Agenda and Materials

The Committee chairperson shall approve the agenda for the meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

C. Attendance at Meetings

The Committee, at the discretion of the Committee chairperson, may invite members of management and such other persons as it deems appropriate to carry out its responsibilities, to attend the Committee's meetings.

D. Executive Sessions

Unless the Committee determines otherwise, the Committee shall hold an executive session at each regularly scheduled meeting. As part of these executive sessions, the Committee shall have an opportunity to meet separately and privately with each of the following: (i) management and (ii) representatives of the Independent Auditor.

E. Voting

One-half of the Committee members, but not fewer than two, shall constitute a quorum. Each Committee member shall have one vote and actions at meetings shall be approved by a majority

of the members present.

F. Delegation

Except as otherwise prohibited by law, the applicable corporate governance listing standards of Nasdaq, the Company's certificate of incorporation or the Bylaws, the Committee may delegate its responsibilities to subcommittees or individuals.

G. Minutes

The Company's Office of the Corporate Secretary shall maintain minutes and other records of meetings and activities of the Committee.

H. Reporting to the Board

At the Board meeting following each Committee meeting, the Committee chairperson (or the chairperson's designee) shall report to the full Board on the Committee's actions and recommendations. Among other things, these reports shall address any 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, risk assessment and management, the performance and independence of the Independent Auditor, the performance of the internal audit function and, as appropriate, a recommendation to the Board regarding inclusion of the Company's financial statements in its annual reports on Form 10-K.

I. Environment

The Committee shall create and maintain an environment that supports the integrity of the financial reporting process and the independence of the audit.

V. Committee Resources

To assist the Committee in fulfilling its responsibilities, (i) the Committee shall have full access to all of the books and records of the Company and any of its consolidated subsidiaries, (ii) each Committee member shall have full access to any member of management, any person responsible for the design and implementation of the internal audit function, and the Independent Auditor and (iii) the Committee may, in its sole discretion, retain consultants, counsel, and other advisors as it determines necessary to carry out its duties. The Committee will have sole authority and responsibility for hiring, approving the fees and retention terms for, overseeing the work of, and terminating the services of, such advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor, and the authority to engage advisors granted to the Committee pursuant to this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this Charter.

The Company will provide appropriate funding, as determined by the Committee, for payment of the fees of the Independent Auditor, the administrative expenses of the Committee, and any advisors that the Committee may employ in carrying out its duties.

The Committee is empowered to investigate any matter brought to its attention within the scope of its responsibilities under this Charter.

VI. Performance Evaluation and Review of Charter

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness.

The Committee shall also review this Charter at least annually. The Committee shall, as appropriate, make recommendations to management, the Nominating and Governance Committee or the full Board as a result of its performance evaluation and review of this Charter.

VII. Conflicts Between Documents

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Nasdaq listing standards to be taken by the Committee.