

ELICIO THERAPEUTICS, INC. AUDIT COMMITTEE CHARTER

This Audit Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Elicio Therapeutics, Inc., a Delaware corporation (the “Company”), on June 18, 2020, effective upon the consummation of the Company’s initial public offering, and was amended, effective as of February 16, 2024, March 16, 2025 and February 10, 2026.

1. PURPOSE

The purpose of the Audit Committee (the “Committee”) is to oversee the accounting and financial reporting processes of the Company, the quality and integrity of the Company’s financial reporting, the Company’s internal audit process, the Company’s process for monitoring compliance with laws and regulations and its code of conduct, and the audits of the financial statements of the Company.

The Committee is responsible for oversight of the accounting and financial reporting processes of the Company, audits of the financial statements of the Company and review of the Company’s quarterly financial statements. The Company’s management is responsible for establishing and maintaining internal controls, 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. Each member of the Committee is entitled to rely on the integrity of those persons within the Company and from the professionals and experts from which the Committee receives information, and the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts and representations made by management as to any non-audit services provided by the independent auditor to the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

2. COMPOSITION

The Committee must consist of at least three directors, subject to any exception available under the rules of the Nasdaq Stock Market LLC (“Nasdaq”). All members of the Committee shall be “independent,” as such term is defined in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), in that each Committee member may not, other than in his or her capacity as a director or member of any committee of the Board, (i) accept any consulting, advisory, or other compensatory fee from the Company or any Subsidiary (as defined below); or (ii) be an affiliated person of the Company or any Subsidiary (as defined below). In addition, all members of the Committee shall qualify as “independent directors” for purposes of the listing standards of Nasdaq, as such standards may be changed from time to time; provided that any non-independent director serving on the Committee pursuant to the “exceptional and limited circumstances” exception available under Nasdaq rules may not serve (A) on the Committee for more than two (2) years or (B) as the Chair.

All members of the Committee shall be financially literate by being familiar with basic finance and accounting practices and able to read and understand fundamental financial statements at the time of their appointment to the Committee. Furthermore, at least one member of the Committee shall be designated as the “audit committee financial expert,” as defined by Item 407(d)(5)(ii) of Regulation S-K under the Securities Act of 1933, as amended.

The members of the Committee shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause and with or without prior notice, by the majority vote of the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. Any Committee member may resign effective upon giving oral or written notice to the Chair of the Board, the Secretary of the Company, or the Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may appoint a successor to assume the available position on the Committee when the resignation becomes effective.

3. MEETINGS, PROCEDURES AND AUTHORITY

The Committee must meet at least once during each fiscal quarter.

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

In addition to meeting at least once each fiscal quarter, the Committee should meet as often as it determines advisable to fulfill its duties and responsibilities. Meetings of the Committee may be called by the Chair upon notice given in compliance with the Company’s bylaws (as in effect from time to time). The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person, by phone or by videoconference, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company’s certificate of incorporation or bylaws (each as in effect from time to time). Unless otherwise restricted by the Company’s bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing (including by electronic transmission), and such writing (including any electronic transmission) is filed with the minutes of the Committee.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee’s satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Secretary should not be a member of the Committee or a director and shall have no membership or voting rights by virtue of the position. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chair of the Board.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate to carry out its duties. 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.

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

4. DUTIES AND RESPONSIBILITIES

- 4.1. The Committee is directly responsible for the appointment, engagement, 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.
- 4.2. The Committee must ensure 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.
- 4.3. 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."
- 4.4. 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.
- 4.5. 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."
- 4.6. The Committee must discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- 4.7. The Committee must discuss with management the Company's policies with respect to risk assessment and risk management, as such policies relate to financial risk exposure.
- 4.8. The Committee must coordinate the Board's oversight of the Company's internal control over financial reporting, disclosure controls and procedures and code of conduct. The Committee must receive and review the reports of the Chief Executive Officer and the Chief Financial Officer required by Rule 13a-14 under the Exchange Act and be informed of (i) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

- 4.9. 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.
- 4.10. The Committee must coordinate with the Compensation Committee for the evaluation of the Company's financial management personnel.
- 4.11. The Committee must periodically discuss with the Chief Financial Officer and General Counsel any legal matters that may have a material impact on the Company's financial statements, accounting policies, compliance with applicable laws and regulations and any material reports, notices, or inquiries received from regulators or governmental agencies.
- 4.12. The Committee may retain independent counsel, accountants, or other advisors or consultants to advise and assist the Committee in carrying out its duties and responsibilities, without needing to seek approval for the retention of such advisors or consultants from the Board, and determine the appropriate compensation for any such advisors or consultants retained by the Committee.
- 4.13. Within the scope of its responsibilities, the Committee shall seek any information it requires from employees of the Company or any direct or indirect subsidiary of the Company (each, a "Subsidiary"), all of whom are directed to cooperate with the Committee's requests, or external parties.
- 4.14. Within the scope of its responsibilities, the Committee shall meet with any officer or employee of the Company (or any Subsidiary), the independent auditor or outside counsel, as necessary, or request that any such persons meet with any members of, or advisors or consultants to, the Committee.
- 4.15. Within the scope of its responsibilities, the Committee shall oversee that management has established and maintained processes to assure compliance by the Company with applicable laws, regulations and corporate policy.
- 4.16. The Committee must report regularly to the Board regarding the activities of the Committee.
- 4.17. The Committee shall consult with management to establish procedures and internal controls relating to cybersecurity risk management, strategy and governance, including reviewing and discussing with management and, as appropriate, the independent auditor, on a regular basis (i) the Company's processes for assessing, identifying, and managing material risks from cybersecurity threats; (ii) the role of management and third parties, if any, assisting with cybersecurity matters; (iii) the adequacy of security for the Company's information technology systems, processes and data; (iv) the Company's incident response plans and contingency plans in the event of a security breach affecting the security of the Company's information technology systems and data; and (v) the Company's procedures for ensuring that cybersecurity incidents are reported in accordance with applicable law.
- 4.18. The Committee shall review and approve all related party transactions, as described in the Company's Related Party Policy and Procedures.
- 4.19. The Committee shall investigate any reports received through the Company's ethics helpline.
- 4.20. The Committee shall review and assess treasury functions, including cash management processes.

- 4.21. The Committee shall, at least annually and with input from the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”) if deemed appropriate, perform an evaluation of the performance of the Committee and its members, including a review of the Committee’s compliance with this Charter, and provide any written material with respect to such evaluation to the Board or the Nominating and Corporate Governance Committee, as appropriate, including any recommendations for changes in procedures or policies governing the Committee.
- 4.22. The Committee shall, at least annually and with input from the Nominating and Corporate Governance Committee if deemed appropriate, review and reassess this Charter and submit any recommended changes to the Board for its consideration.

5. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee may, by the affirmative vote of a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided by the Committee and not limited by applicable law, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.