

**JUNO THERAPEUTICS, INC.**  
**AUDIT COMMITTEE CHARTER**

This Audit Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Juno Therapeutics, Inc., a Delaware corporation (the “**Company**”), on October 14, 2014.

**1. PURPOSE**

The purpose of the Audit Committee (the “**Committee**”) is to oversee the accounting and financial reporting processes of the Company, and to assist the Board with its oversight responsibilities regarding:

- (a) internal control over financial reporting;
- (b) the audit and integrity of the Company’s financial statements;
- (c) the outside independent auditor’s qualifications, independence and performance; and
- (d) the performance of the Company’s internal accounting and financial controls, including (if applicable) the internal audit function;
- (e) the Company’s compliance with legal and regulatory requirements (including U.S. federal securities laws); and
- (f) risk assessment and risk management.

Following the Company’s initial public offering (“**IPO**”), the Committee shall be responsible for the report required by the rules of the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement for the annual meeting of stockholders, and perform such other duties and responsibilities as are enumerated in or consistent with this Charter.

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. The Committee shall report regularly to, and review with, the Board any material 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, the performance and independence of the Company’s outside independent auditor, the Company’s internal controls, or any other matter the Committee determines is necessary or advisable to report to the Board.

The function of the Committee is primarily one of oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal accounting controls and disclosure controls and procedures. The outside independent auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company’s quarterly financial statements. The Committee’s responsibilities are those of oversight. It is not the responsibility of the Committee to plan or conduct audits. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts, including contracted non-employee or audit or accounting firms engaged to provide audit or accounting services, and the Company’s outside independent auditor from which the Committee receives information and,

absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

Further, auditing literature, particularly Public Company Accounting Oversight Board (“**PCAOB**”) AU Section 722, defines the term “review” to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term “review” as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

## **2. MEMBERSHIP**

The Committee shall consist of at least three members of the Board, subject to such temporary exemptions to such minimum number as are permitted under the rules of The NASDAQ Stock Market LLC (“**NASDAQ**”). 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. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, at least one member of the Committee shall be an “audit committee financial expert” within the definition adopted by the SEC or, following the IPO, the Company shall disclose in its periodic reports required pursuant to the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), the reasons why at least one member of the Committee is not an “audit committee financial expert.” In addition, to the extent required by or deemed advisable under applicable laws or regulations, each Committee member shall satisfy the independence requirements of NASDAQ and Rule 10A-3(b)(1) under the Exchange Act, subject to any applicable exemptions or transition periods set forth in NASDAQ or SEC rules.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. Unless a Chairperson of the Committee is designated by the Board, the Committee may designate a Chairperson by a majority vote of the full Committee membership. Committee members may be removed from the Committee, with or without cause, by the Board.

## **3. MEETINGS AND PROCEDURES**

The Chairperson of the Committee (or in his or her absence, a member designated by the Chairperson of the Committee) 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.

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may act by written consent (which may include electronic consent), which shall constitute a valid action of the Committee if it has been executed by each Committee member and shows the date of execution.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the outside independent auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, other than any non-management director who satisfies applicable independence criteria.

The Committee shall meet separately, periodically, with management and the outside independent auditor. If the Company has an internal auditor or internal audit function, the Committee shall also periodically meet separately with the internal auditor or those responsible for the internal audit function.

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

#### **4. MINUTES**

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meeting of the Board. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the meetings of the Board.

#### **5. REPORTS**

The Committee shall report regularly to the Board (a) with respect to the Committee's activities, including any significant 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, the performance of the internal audit function (if any), or the performance and independence of the Company's outside independent auditor, as applicable, and (b) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

#### **6. POWERS AND RESPONSIBILITIES**

##### **(a) Interaction with the Outside Independent Auditor**

(i) *Appointment and Oversight.* The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the outside independent auditor (including resolution of any disagreements between Company management and the outside independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Committee has sole authority to approve the hiring and, where applicable, discharging or replacing the outside independent auditor, all audit engagement fees and terms, and all permissible non-audit engagements with the outside independent auditor. The outside independent auditor shall report directly to the Committee. The Committee shall review, in consultation with the outside independent auditor, the annual audit plan and scope of audit activities and monitor such plan's progress. The Committee shall periodically evaluate the work of the outside independent auditor, which evaluation shall include a review and evaluation of the lead partner of the outside independent auditor.

(ii) *Pre-Approval of Services.* Before the outside independent auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee shall pre-approve the

engagement. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement of the outside independent auditor, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the outside independent auditor. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

(iii) *Independence of Outside Independent Auditor.* The Committee shall, at least annually, review the independence and quality control procedures of the outside independent auditor and the experience and qualifications of the outside independent auditor's senior personnel that are providing audit services to the Company. In conducting its review:

(1) The Committee shall obtain and review a report prepared by the outside independent auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues.

(2) The Committee shall ensure that the outside independent auditor prepare and deliver, at least annually, a written statement delineating all relationships between the outside independent auditor and the Company, consistent with PCAOB Rule 3526. The Committee shall actively engage in a dialogue with the outside 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 outside independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the outside independent auditor's report to satisfy itself of the auditor's independence.

(3) The Committee shall oversee the rotation of the outside independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law.

(4) The Committee shall monitor whether the auditor's independence is maintained, including by reviewing the non-audit services provided to the Company by the auditor. Prohibited services under Section 10A(g) of the Exchange Act will include: (a) bookkeeping or other services related to the accounting records or financial statements of the Company; (b) financial information systems design and implementation; (c) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (d) actuarial services; (e) internal audit outsourcing services; (f) management functions or human resources; (g) broker or dealer, investment adviser or investment banking services; (h) legal services and expert services unrelated to the audit; (i) any other service that the Public Accounting Oversight Board prohibits through regulation.

**(b) Meetings with Management and the Outside Independent Auditor**

(i) The Committee shall meet with management and the outside independent auditor in connection with each annual audit to discuss the scope and timing of the audit, the procedures to be followed and the staffing of the audit.

(ii) The Committee shall review and discuss with management and the outside independent auditor: (1) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, if any; (2) any analyses prepared by management or the outside independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; and (3) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

(iii) The Committee shall review and discuss the annual audited financial statements with management and the outside independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," when such disclosures are required of the Company.

**(c) Separate Meetings with the Outside Independent Auditor.**

(i) The Committee shall review with the outside independent auditor any problems or difficulties the outside independent auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the outside independent auditor are: (1) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (2) any communications between the audit team and the outside independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (3) any "management" or "internal control" letter issued, or proposed to be issued, by the outside independent auditor to the Company. The Committee shall review and resolve any disagreements that may arise between management and the outside independent auditor regarding internal control over financial reporting or financial reporting. The Committee shall obtain from the outside independent auditor assurances that the outside independent auditor has provided all notices of illegal acts as required by Section 10A(b) of the Exchange Act.

(ii) The Committee shall discuss with the outside independent auditor the report that such auditor is required to make to the Committee regarding: (1) all accounting policies and practices to be used that the outside independent auditor identifies as critical; (2) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the outside independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the outside independent auditor; and (3) all other material written communications between the outside independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, outside independent auditor's engagement letter, outside independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

(iii) The Committee shall discuss with the outside independent auditor the matters required to be discussed by PCAOB Auditing Standard No. 16, "Communications with Audit Committees," or any superseding standard as then in effect.

(iv) The Committee shall discuss with the outside independent auditor the responsibilities, budget and staffing of the Company's internal controls.

**(d) Recommendation to Include Financial Statements in Annual Report.**

Effective following the IPO, the Committee shall, based on the review and discussions in paragraphs 6(b) and 6(c) above, and based on the disclosures received from the outside independent auditor regarding its independence and discussions with the auditor regarding such independence pursuant to subparagraph 6(a)(iii) above, determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

**(e) Quarterly Financial Statements**

The Committee shall review and discuss the quarterly financial statements, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management and the outside independent auditor.

**(f) Other Powers and Responsibilities**

(i) *Internal Controls.* The Committee shall assist the Board in its oversight of the Company's internal controls, including by meeting periodically with the Company's management, the internal auditor (if any) and outside independent auditor to review the adequacy and effectiveness of such internal controls over financial reporting, including any changes, significant deficiencies or material weaknesses in those controls reported by the outside independent auditor, the internal auditors (if any) or management and any special audit steps adopted in light of any material control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls. The Committee shall also review the disclosure regarding such controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the outside independent auditors relating to such disclosure, when such attestations or reports are required under SEC rules.

(ii) *Internal Audit.* If the Company implements an internal audit function, the Committee shall:

(1) review and discuss the overall objectives, scope, staffing, organizational structure, resources and activities of the internal audit function;

(2) review and concur in the appointment or, if applicable, the reassignment or dismissal of the senior internal auditing executive;

(3) review and discuss with management and the internal auditors the process used in developing the internal audit plan, the scope of the internal audit plan, significant changes in the planned scope of the internal audit plan and the coordination of the internal audit plan with the independent audit;

(4) discuss with the outside independent auditor the responsibilities, budget and staffing of the Company's internal audit function;

(5) review and discuss with the internal auditors the results of the internal audit program, significant issues in internal audit reports and responses by management; and

(6) review and discuss the performance and effectiveness of the internal audit function.

(iii) *Earnings Press Releases and Earnings Guidance.* The Committee shall discuss with management and the outside independent auditor the Company's earnings press releases, if any (with particular focus on any "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance, if any, provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee should be furnished with an advance copy of each earnings release for its review prior to publication.

(iv) *Related Party Transactions.* The Committee shall have review and have authority to amend the Company's Related Person Transaction Policy. The Committee shall review and oversee all transactions between the Company and a related person for which review or oversight is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings.

(v) *Disclosure Controls and Procedures.* The Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.

(vi) *Legal and Regulatory Compliance.*

(1) The Committee shall discuss with management, the internal auditors (if any), the outside independent auditor, and legal counsel (a) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's Code of Business Conduct and Ethics, compliance with anti-bribery and anti-corruption laws and regulations, and compliance with export control regulations, (b) reports regarding compliance with applicable laws, regulations and internal compliance programs, and (c) any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies, internal controls, or internal audit function (if any).

(2) The Committee shall, as it deems appropriate, discuss with the Company's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

(3) The Committee shall, as it deems appropriate, request assurances from management that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of related party transactions.

(vii) *Risk Assessment and Risk Management.* The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management. The Committee shall discuss with management the Company's significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures. The Committee shall discuss and review executive officer and director indemnification matters.

(viii) *Investment Policy Review.* The Committee shall periodically review and assess the Company's investment policies and performance, and treasury functions including cash management procedures.

(ix) *Select Hiring Policies.* The Committee shall, as it deems appropriate, set hiring policies for employees or former employees of the Company's outside independent auditor.

(x) *Complaints.* The Committee shall have general oversight for whistleblower processes, including the Company's ethics hotline. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.

(xi) *Audit Committee Report.* Effective following the IPO, the Committee shall be responsible for the report of the Committee with respect to the audited financial statements required by Item 407 of Reg. S-K of the Exchange Act for inclusion in the Company's annual proxy statements.

## **7. SUBCOMMITTEES**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation, or listing standard to be exercised by the Committee as a whole.

## **8. COMPENSATION**

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

## **9. EVALUATION OF PERFORMANCE OF AUDIT COMMITTEE**

The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall also review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

## **10. AUTHORITY TO RETAIN ADVISORS**

In performing its responsibilities, the Committee shall have the authority to engage and obtain advice, reports or opinions from internal or independent counsel and other expert advisors, as it determines necessary or appropriate, to fulfill its duties. The Company will provide appropriate funding, as determined by the Committee, to pay the outside independent auditor, any outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

## **11. ACCESS**

The Committee shall be given full access to the internal auditors (if any), chairperson of the Board, management, and the outside independent auditor, as well as the Company's books, records, facilities and other personnel.

## **12. PUBLICATION OF CHARTER**

Effective upon the IPO, this Charter will be made available on the Company's website and to any stockholder who otherwise requests a copy. The Company's Annual Report to Stockholders or proxy statement shall state the foregoing.