

ADICET BIO, INC.

Corporate Governance Guidelines

The Board of Directors (the “**Board**”) of Adicet Bio, Inc. (the “**Company**”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market LLC (“**Nasdaq**”) and the Company’s certificate of incorporation, as amended, restated or otherwise modified from time to time (the “**Certificate of Incorporation**”) and the Company’s bylaws, as amended, restated or otherwise modified from time to time (the “**Bylaws**”). The Board and the Nominating and Corporate Governance Committee of the Board (the “**Nominating Committee**”) may review and amend these guidelines from time to time.

I. DIRECTOR QUALIFICATION STANDARDS

- **Director Criteria:** With advice and input from the Nominating Committee, the Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. In evaluating director nominee recommendations from the Nominating Committee or otherwise, the Board will consider the minimum general criteria set forth below and may add any specific additional criteria with respect to specific searches. There is no requirement that an acceptable candidate fully satisfy all of the criteria and the assessment of the degree to which a candidate does so is in the Board’s sole judgment and discretion. The Board believes that director candidates should have certain minimum qualifications, including being able to read and understand basic financial statements and having the highest personal integrity and ethics.

In considering candidates recommended by the Nominating Committee and otherwise, the Board intends to consider such factors as: (i) the candidate possessing relevant experience and expertise to enable him or her to be able to offer germane advice and guidance to management; (ii) proven achievement and competence in his or her field; (iii) the ability to exercise sound business judgment; (iv) the candidate being well regarded in the community and shall have a long-term reputation for the high ethical and moral standards and an understanding of the fiduciary responsibilities required of a director; (v) commitment to devoting time and energy to the affairs of the Company, particularly in light of the number of boards of directors on which such nominee may serve; (vi) the candidate having a diverse personal background, perspective and experience; and (vii) commitment to vigorously represent the long-term interests of the Company’s stockholders.

In addition, the Board reviews candidates for director nomination in the context of the current composition of the Board, any specific needs of committees of the Board, the operating requirements of the Company, the long-term interests of the Company’s stockholders, the matters discussed in the paragraphs below and applicable laws, regulations, exchange listing requirements and contractual obligations of the Company.

In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors’ overall service to the Company during their term, including the number of

meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of satisfying applicable listing requirements.

- **Responsibility and Process For Identifying and Selecting Directors:** The Nominating Committee is responsible for identifying, reviewing, evaluating and recommending to the Board candidates to serve as directors of the Company in accordance with the Nominating Committee's charter and the Bylaws and consistent with the criteria listed below. The Board shall retain the ultimate authority to nominate a candidate for election by the stockholders as a director or to fill any vacancy that may occur. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders.
- **Independence:** At least a majority of the members of the Board shall meet the independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC (the "**Nasdaq Stock Market Rules**") as set forth in Rule 5605(a)(2) of the Nasdaq Stock Market Rules (or any successor provision thereto).

At least annually, the Board will evaluate all relationships between the Company and each Director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director's ability to satisfy his or her responsibilities as an independent director.

- **Limit on Number of Other Boards:** Carrying out the duties and fulfilling the responsibilities of a director requires a significant commitment of time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the directors may serve, or on other activities the directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively. In connection with its assessment of director candidates for nomination, the Nominating Committee will assess whether the performance of any director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chairperson of the Nominating Committee in connection with accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the director's ability to perform his duties may be fully assessed by the Board's leadership.
- **Term and Age Limits:** The Board does not believe that limits on the number of consecutive terms a director may serve or on the directors' ages are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the Nominating Committee in light of relevant factors in connection with assessments of candidates for nomination to be directors.
- **Succession:** The Compensation Committee shall be responsible for developing succession plans for the Board.

- **Consideration of Diversity:** The Board believes that diversity in its membership is important to serving the long-term interests of stockholders. In evaluating candidates, the Board considers diversity (including diversity of gender, race, ethnicity, age, sexual orientation and gender identity) as it deems appropriate given the current needs of the Board and the Company. To reflect its commitment to diversity, in identifying potential independent director candidates, the Nominating Committee shall include in its initial list for consideration for any vacancy on the Board one or more qualified candidates who reflect diverse backgrounds, including diversity of gender and race or ethnicity; if a search firm is used, the Nominating Committee shall instruct the search firm to do the same.
- **Stockholder Recommendations and Nominations:** The Nominating Committee shall consider candidate recommendations from stockholders and evaluate such candidates in accordance with the provisions discussed herein. A stockholder desiring to nominate a person directly for election to the Board at an annual meeting of the stockholders must meet the deadlines and other requirements in the Bylaws and all applicable laws and regulatory requirements.

II. DIRECTOR RESPONSIBILITIES

- **Role of Directors:** The business and affairs of the Company are managed by or under the direction of the Board, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer ("CEO") or senior management.
- **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend meetings of the Board, whether regular or special meetings of the Board. In the event that a director is unable to make at least 75% of the Board's regular or special meetings (together with the meetings of committees of the Board on which such director serves), the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the directors' duties and, as such, attendance rates will be taken into account by the Nominating Committee and the Board in connection with assessments of directors for renomination to the Board.
- **Time Commitment: Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing in advance of meetings information and data that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting to the directors. Directors should review these materials in advance of the meeting.

III. BOARD STRUCTURE

- **Size of Board:** The Board reserves the right at any time to increase or decrease its size, subject to any provisions in the Company's certificate of incorporation and bylaws, depending on the Board's assessment of its needs and other factors. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review

from time to time the appropriateness of its size.

- **Board Leadership:** The Bylaws provide that the Chairperson of the Board, if one is elected, shall preside at all meetings of the stockholders and the Board. The Chairperson of the Board shall perform such other duties as the Board may from time to time designate. The Board shall fill the positions of Chairperson of the Board and CEO based upon its view of what is in the best interests of the Company. The Chairperson of the Board and CEO may, but need not be, the same person.
- **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board may from time to time establish additional committees as necessary or appropriate. Membership on such committees is limited to independent directors meeting the independence requirements of the Nasdaq Stock Market Rules, the Sarbanes-Oxley Act of 2002 and any other related rules or regulations promulgated by the Securities and Exchange Commission and the Internal Revenue Service (as applicable), subject to phase-in periods. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.
- **Executive Sessions:** The non-management directors will meet at regularly scheduled executive sessions without management participation, and at least once each year, an executive session with only independent directors present shall be held. If the Chairperson of the Board is a non-management director and an independent director, then the Chairperson of the Board will preside at these meetings. If the Chairperson of the Board is not an independent director, then the director who presides at these meetings will be chosen by those present at the meeting. In either case, the director who presides at these meetings, and his or her name, or the process by which he or she is selected, will be disclosed, if required by Securities and Exchange Commission (“SEC”) rules, in the annual proxy statement or, if the Company does not file an annual proxy statement, in the Company’s annual report on Form 10-K filed with the SEC. In order that interested parties may be able to make their concerns known to the non-management directors, the Company will also disclose a method for such parties to communicate directly and confidentially with the presiding director or with the non-management directors as a group.
- **Directors With a Change in Professional Status:** The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director should notify the Nominating Committee, so that it can review and advise the Board regarding the continued appropriateness of the director’s Board membership.
- **Director Orientation and Continuing Education:** The Board believes that each director should be aware of corporate governance issues, legal duties and obligations and best practices involved in serving on a public company board of directors. Directors are encouraged to enhance their awareness by joining other boards of directors, reading relevant publications, attending director education programs and pursuing other educational opportunities. With the prior approval of the Chief Financial Officer of the Company, the Company shall pay its portion of all reasonable expenses related to continuing director education. The Company will

conduct an orientation program for each new director. The orientation will be designed to familiarize the new director with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its code of business conduct and ethics. The Nominating Committee will be responsible for periodically providing, or arranging for the provision of, materials or briefing sessions for continuing directors on topics that will assist them in discharging their duties.

- **Management Succession:** The Compensation Committee shall be responsible for developing a CEO succession plan for consideration by the Board and reporting on the plan to the Board.

IV. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

- In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information it deems appropriate to carry out its responsibilities.

V. DIRECTOR COMPENSATION

- The form and amount of director compensation will be reviewed periodically, but at least annually, by the Compensation Committee of the Board, which shall make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of director compensation. The Company's executive officers shall not receive additional compensation for their service as directors.

VI. PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES

- The Board may conduct a self-evaluation periodically for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board may conduct a self-evaluation periodically for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the Board or the committee, as the case may be, as a unit. The Nominating and Corporate Governance Committee will oversee any such evaluation process.

VII. MISCELLANEOUS

- The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, although individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.
- These guidelines are not intended to modify, eliminate or in any other manner limit the indemnification, exculpation and similar rights available to the directors under applicable law

and/or the Certificate of Incorporation and/or the Bylaws.

- Although these corporate governance guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time as it deems appropriate.

Adopted December 21, 2017, amended effective as of September 15, 2020, and further amended on December 19, 2022