

ATARA BIOTHERAPEUTICS, INC.
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “*Board*”) of Atara Biotherapeutics, Inc. (the “*Company*”) has established the following guidelines (the “*Governance Guidelines*”) for the conduct and operation of the Board.

1. BOARD COMPOSITION AND SELECTION.

1.1 Size and Classes of the Board.

The number of directors shall be established by the Board in accordance with the Bylaws of the Company. The Board periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company. The Board is divided into three classes that serve staggered three-year terms and are as nearly as equal as possible.

1.2 Independence of Directors.

It is the policy of the Company that a majority of the directors be independent directors, subject to exceptions permitted by the standards of the Nasdaq stock market (the “*Listing Standards*”). In determining independence, the Board will consider the definition of independence set forth in the Listing Standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

1.3 Management Directors.

The Board anticipates that the Company’s Chief Executive Officer will serve on the Board. The Board also anticipates that other members of the Company’s management whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities may serve on the Board as appropriate.

1.4 Selection of Chief Executive Officer and Chairman of the Board; Lead Independent Director.

The Board will select the Company’s Chief Executive Officer and the Chairman of the Board (the “*Chairman*”) in the manner that it determines to be in the best interests of the Company’s stockholders. It is the policy of the Company that the positions of Chief Executive Officer and Chairman may be held by the same person. If the Chairman is not an independent director, one of the independent directors, may be designated by the Board as lead independent director to serve until replaced by the Board (the “*Lead Independent Director*”). If the Board elects a Lead Independent Director, such Lead Independent Director will have the following responsibilities:

- with the Chairman, establish the agenda for regular Board meetings and serve as chairman of Board meetings in the absence of the Chairman;
- establish the agenda for meetings of the independent directors;
- coordinate with the committee chairs regarding meeting agendas and informational requirements;
- preside over meetings of the independent directors;

- preside over any portions of meetings of the Board at which the evaluation or compensation of the Chief Executive Officer is presented or discussed;
- preside over any portions of meetings of the Board at which the performance of the Board is presented or discussed; and
- coordinate the activities of the other independent directors and perform such other duties as may be established or delegated by the Chairman.

1.5 Selection of Directors.

The Board will be responsible for nominating members for election to the Board by the Company's stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee of the Board (the "*Nominating and Corporate Governance Committee*") is responsible for identifying, reviewing and evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.6 below. The invitation to join the Board should be extended by the Chairman or Lead Independent Director.

1.6 Board Membership Criteria.

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board will consider recommendations for nominees from the Nominating and Corporate Governance Committee. In selecting candidates and existing directors for service on the Board, the minimum general criteria set forth below will be considered. Specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics. In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. Candidates for director nominees will be reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Board will consider diversity, age, skills and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. The Board believes that diversity of viewpoints, background, experience and other characteristics, such as race, gender, ethnicity, sexual orientation, culture and nationality, are an important part of its makeup, and it actively seeks these characteristics in identifying director candidates. In the case of an incumbent director whose term of office is set to expire, the Board will review such director's overall service to the Company during his or her term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such director's independence. In the case of a new director candidate, the Board will also determine whether the nominee must be independent for purposes of the Listing Standards.

1.7 Changes in Board Member Criteria.

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for Board membership may be asked to adjust his or her committee assignments or resign from the Board.

1.8 Term Limits.

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Governance Guidelines.

1.9 Limits on Board Memberships.

Directors should advise the Chairman and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board or board committee of another company. The Board recognizes that a director's ability to fulfill his or her responsibilities as a director can be impaired if he or she serves on a large number of other boards or board committees. Service on boards and board committees of other companies should be consistent with the Company's Related-Person Transaction Policy and Code of Conduct Policy.

1.10 Retirement Age.

The Board does not believe that a fixed retirement age for directors is appropriate.

1.11 Directors Who Change Job Responsibilities.

A director who retires from his or her present employment or who materially changes his or her position should promptly notify the Board and the Nominating and Corporate Governance Committee. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board; however, there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances. A director shall promptly notify the Chair of the Board and offer to tender his or her resignation to the Board in the event of any change or anticipated change in his or her affiliations, activities or professional or personal circumstances that (i) may create a conflict or potential conflict of interest, (ii) may trigger any Company reporting obligation, (iii) may result in the director engaging in significant political activity (such as participating in a visible leadership position in a political campaign, running for office or accepting an elected or appointed political office), (iv) has the potential to cause embarrassment, negative publicity or reputational harm to the Company or the director, and/or (v) could result in a possible inconsistency with the Company's policies or values. The Nominating and Corporate Governance Committee shall then review the appropriateness of that director's continued service on the Board in light of the new circumstances and make a recommendation to the Board as to whether to seek and accept the director's resignation.

2. ROLE OF THE BOARD OF DIRECTORS.

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term stockholder value. Directors are expected to attend the Company's annual meeting of stockholders.

3. DIRECTOR ORIENTATION AND EDUCATION.

The Nominating and Corporate Governance Committee will implement an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management and visits to Company facilities. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining the level of expertise to perform their duties as directors.

4. DIRECTOR COMPENSATION.

The form and amount of compensation for Board and committee service for non-employee directors shall be reviewed by the Compensation Committee of the Board (the "**Compensation Committee**") in accordance with the principles set forth in its charter and applicable legal and regulatory guidelines. The amount of compensation for non-employee directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Compensation Committee will consider the impact on the director's independence and objectivity.

5. BOARD MEETINGS.

5.1 Number of Meetings.

The Board expects to have at least four regular meetings each year.

5.2 Attendance.

Board members are expected to attend all meetings of the Board and committees on which they serve. Directors must notify the Chairman of circumstances preventing attendance at a meeting.

5.3 Preparation and Commitment.

The Company will provide directors with appropriate preparatory materials in advance of a meeting, but in any event not later than one day prior to the meeting, except in unusual circumstances. Directors are expected to rigorously prepare for, attend and participate in all meetings of the Board and committees on which they serve. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with his or her service as director.

5.4 Agenda.

The Chairman, together with the Lead Independent Director, if any, will establish a schedule of subjects to be discussed (to the extent this can be foreseen) and an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

5.5 Executive Session.

The independent directors of the Board will meet periodically in executive session but no less than two times per year or such greater number as required by the Listing Standards. Executive session discussions may include such topics as the independent directors determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board.

5.6 Committee Reports.

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chairman of the applicable committee will present such report.

5.7 Operating Plan.

Every year the Board will review and approve an operating plan for the Company.

6. BOARD COMMITTEES.

6.1 Number of Committees; Independence of Members.

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee and (c) a Nominating and Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be composed entirely of independent directors, except to the extent allowed under applicable Listing Standards.

6.2 Committee Functions.

Each committee performs the functions as set forth in such committee's charter.

6.3 Committee Charters.

All standing committees will operate pursuant to a written charter that sets forth the responsibilities of the committee and procedures that the committee will follow. If directed by the Board, any new committee formed by the Board will develop a written charter delineating its responsibilities. The charter of each committee will be subject to periodic review and assessment by such committee and such committee shall recommend any proposed charter changes to the Board.

6.4 Board Committee Membership.

The Nominating and Corporate Governance Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements set forth in the Listing Standards, the rules and regulations of the Securities and Exchange Commission and applicable law, will recommend to the Board annually the chairmanship and membership of each committee.

6.5 Committee Meetings and Agenda.

The committee chairman, in consultation with committee members, will determine the frequency of the meetings of the committee, consistent with any requirements set forth in the committee's charter, and, in consultation with the appropriate members of the committee and management, and the Lead Independent Director, if any, will develop the committee's agenda.

7. BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS.

Board members have complete and open access to the Company's management. It is assumed that Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to the management's duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Chief Executive Officer. Written communications to management should, whenever appropriate, be copied to the Chief Executive Officer.

The Board and each committee shall have the power to hire at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

8. STOCKHOLDER COMMUNICATIONS WITH THE BOARD.

Stockholders of the Company wishing to communicate with the Board or an individual director may send a written communication to the Board or such director, c/o Atara Biotherapeutics, Inc., 611 Gateway Boulevard, Suite 900, South San Francisco, California 94080, Attention: Corporate Secretary. The Company's Legal Department will review each communication. The Corporate Secretary will forward such communication to the Board or to any individual director to whom the communication is addressed, unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Corporate Secretary shall discard the communication.

9. CHIEF EXECUTIVE OFFICER EVALUATION; SUCCESSION PLANNING.

The Board should conduct an annual review of the Chief Executive Officer's performance. The evaluation should be based on objective criteria, including performance of the business, accomplishment of long-term strategic objectives and the development of management. The evaluation will be used by the Compensation Committee and the Board in the course of their deliberations when considering the compensation of the Chief Executive Officer.

The Board should periodically review with the Chief Executive Officer the Company's plan for succession to the offices of the Company's executive officers, to the extent required by applicable law or the Listing Standards and as the Board otherwise deems appropriate.

10. BOARD ASSESSMENT.

The Nominating and Corporate Governance Committee will annually review, discuss and assess the performance of the Board, including Board committees, seeking input from the full Board and others as deemed appropriate. The Nominating and Corporate Governance Committee shall also consider and assess the independence of directors. The results of these evaluations should be provided to the Board for further discussion as appropriate.

11. CONFIDENTIALITY.

The proper functioning of the Board requires a candid and open exchange of information, ideas

and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information obtained in the role of a director. Accordingly:

- no director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and

- no director shall disclose Confidential Information to any person or entity outside the Company (which prohibits a director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a director of the Company, except with express prior authorization of the Company's General Counsel or the Chairman or as may be otherwise required by law (in which event a director shall promptly advise the General Counsel and the Chairman of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a director to share Confidential Information, the General Counsel or Chairman may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, "**Confidential Information**" is all non-public information (whether or not material to the Company) entrusted to or obtained by a director by reason of his or her position as a director of the Company. In addition to information regarding Board meetings, discussions, deliberations and decisions, Confidential Information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders if disclosed, including but not limited to:

- non-public information about the Company's financial condition, forecasts, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures;

- non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and

- non-public information about discussions, deliberations and decisions relating to business issues between and among employees, officers and directors.

12. REVIEW OF GOVERNANCE GUIDELINES.

The Nominating and Corporate Governance Committee will periodically review and assess the adequacy of these Governance Guidelines and recommend any proposed changes to the Board for approval.

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