

EVOMMUNE, INC.

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

Effective as of November 6, 2025

PURPOSE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Evommune, Inc. (the “*Company*”) is to assist the Board in fulfilling its oversight responsibilities with respect to:

- The Company’s accounting and financial reporting processes, systems of internal control over financial reporting and audits of financial statements, as well as the quality and integrity of the Company’s financial statements and reports;
- The qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (the “*Auditors*”);
- The design, implementation and performance of the Company’s internal audit function, when applicable;
- The Company’s compliance with legal and regulatory requirements, including compliance with ethical standards adopted by the Company; and
- The review and assessment of the Company’s risk management, risk assessment and major risk exposures with respect to financial, accounting, operational, and tax, privacy and cybersecurity and information technology risks.

The Committee will also prepare the report required by the rules of the Securities and Exchange Commission (the “*SEC*”) to be included in the Company’s annual proxy statement.

In furtherance of its purpose, the Committee will endeavor to maintain and foster an open avenue of communication among the Committee and the Auditors, the Company’s financial management and, when applicable, the internal auditor function.

COMPOSITION

1. **Membership; Qualifications.** The Committee shall consist of at least three members of the Board, subject to an election by the Company to rely on any available exception, cure period or transition period. Each member of the Committee shall be determined by the Board to be “independent” under the rules of the New York Stock Exchange (the “*NYSE*”) and meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), subject to an election by the Company to rely on any available transition period. No member of the Committee may serve concurrently on the audit committee of more than two other public companies, in addition to that of the Company, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination either on or through the Company’s website or in the annual proxy statement. Each member of the Committee must be “financially literate,” as determined by the Board in its business judgment (or must become financially literate within a reasonable period after their appointment). In

addition, at least one member of the Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment.

It is also expected that at least one member of the Committee will be an “audit committee financial expert” as defined by the applicable rules of the SEC. This person may be the same person with the accounting or related financial management expertise described in the preceding paragraph.

2. **Appointment and Removal.** The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. Members shall serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death. The Board may remove or replace any member of the Committee, with or without cause.

3. **Chair.** The Board may designate a chair of the Committee (the “*Chair*”). In the absence of that designation, the Committee may designate the Chair by majority vote of the Committee members, provided that the Board may replace any Chair designated by the Committee at any time. The Chair will chair all regular sessions of the Committee. In the absence of the Chair, the Committee shall select another member to preside.

The Chair shall have the delegated authority to act on behalf of the Committee in connection with (a) the negotiation and execution of engagement letters of the Auditors, legal counsel or other advisers to be retained by the Committee and (b) as may otherwise be determined by the Committee. In addition, unless otherwise provided by the Committee, the Chair (provided such Chair is independent) is authorized to pre-approve any audit and permitted non-audit services as necessary. Any such pre-approvals made by the Chair shall be presented to the full Committee at its next scheduled meeting.

4. **Subcommittees; Delegation Authority.** The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

MEETING OPERATIONS AND PROCEDURES; ATTENDANCE

The Committee shall aim to meet quarterly, or more frequently if it deems appropriate to perform its duties and responsibilities under this charter. The same procedural rules concerning notice of meetings, actions by unanimous consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board under the Company’s bylaws and other governing documents.

A majority of the Committee membership will be a quorum for the transaction of business unless the Committee shall consist of two members, in which event one member shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee. The Committee will maintain written minutes of its meetings, which shall be filed with the minutes of Board meetings. Further, the Chair (or any other member of the Committee designated by the Committee to make such report) will report regularly to the Board (i) on Committee actions and on the fulfillment of the Committee’s duties under its charter, including following meetings and written resolutions of the Committee and (ii) with respect to 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, the qualification, performance and independence of the Auditors or the internal audit function.

As part of its goal to foster open communication, the Committee shall periodically meet separately with each of management, the Auditors and the internal auditor function (if applicable) to discuss any matters that the Committee or each of these groups believe would be appropriate to discuss privately.

The Chair, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

AUTHORITY TO RETAIN ADVISORS AND OTHER RESOURCES

1. **Authority to Retain Auditors and Advisors.** The Committee may study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to meet with and seek any information it requires from the Auditors or employees, officers and directors of the Company. The Committee will also have the authority, in its sole discretion, to retain and terminate, at the Company's expense, counsel or any outside advisors it deems necessary to perform its duties and oversight responsibilities. The Committee may also utilize the services of the Company's regular internal and/or external counsel or other advisors to the Company.

The Committee shall be directly responsible for the appointment, compensation, retention, oversight and, when necessary, termination of the Auditors. The Committee shall inform the Auditors that they must report directly to the Committee. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to the Auditors and independent counsel and other advisors engaged by the Committee, as well as funding for the payment of ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties.

2. **Access to Company Resources.** Each member of the Committee shall have full access to the Board, corporate executives, the Auditors, the Company's internal auditor function, and all books, records, facilities and other personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge such member's responsibilities hereunder.

3. **Responsibility of Management and the Auditors.** Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or endorsing the Auditors' report. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the Auditors are responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board ("**PCAOB**").

RESPONSIBILITIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

Financial Reporting Processes

1. **Audited Financial Statement Review.** The Committee will review and discuss with management and the Auditors, upon completion of the audit, the financial statements proposed to be included in the Company's Annual Report on Form 10-K to be filed with the SEC, including the disclosures under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations." Following this review, the Committee will recommend whether or not such financial statements should be included in the Company's Annual Report on Form 10-K.

2. **Annual Audit Results and Auditor Analyses.** The Committee will review with management and the Auditors, the results of the annual audit, a draft of the Auditors' report and the matters required to be communicated to the Committee by the Auditors under applicable standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters. In addition, the Committee will review and discuss with management and the Auditors (a) all critical accounting policies and practices to be used in the annual audit, (b) all alternative treatments of financial information within U.S. generally accepted accounting principles ("**GAAP**") for material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments on the Company's financial statements, and the treatment preferred by the Auditors and (c) other material written communications between the Auditors and management, such as any management letter or schedule of unadjusted differences. Further, the Committee will review any analyses prepared by management or the Auditors setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

3. **Quarterly Results Review.** The Committee will review and discuss with management and the Auditors, as appropriate, the quarterly financial statements, including the disclosures under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the results of the Auditors' review of such financial statements, prior to public disclosure of quarterly financial information, if practicable, or filing with the SEC of the Company's Quarterly Report on Form 10-Q, and any other matters required to be communicated to the Committee by the Auditors under applicable PCAOB standards.

4. **Earnings Press Releases.** The Committee will discuss with management and the Auditors, as appropriate, the content of planned earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies, if applicable, including the use of pro forma, non-GAAP or adjusted information.

5. **Accounting Principles and Policies.** The Committee will review with management and the Auditors, as appropriate, major issues that arise regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, significant regulatory or accounting initiatives or developments, as well as off-balance sheet structures, that may have a material impact on the Company's financial statements.

6. **National Office Communications.** The Committee may review with the Auditors, as appropriate, any communications between the audit team and the Auditors' national office with respect to auditing or accounting issues presented by the engagement.

7. **Disagreements Between Auditors and Management.** The Committee will review with management and the Auditors, any disagreements between management and the Auditors, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the Auditors' report, and management's response, if any, and will resolve any conflicts or disagreements regarding financial reporting.

8. **Management Cooperation with Audit.** The Committee will review with the Auditors any audit problems or difficulties the Auditors encountered in the course of the audit work, including any restrictions on the scope of their activities or access to required records, data and information.

9. **Proposed Accounting Adjustments.** The Committee will review with the Auditors any accounting adjustments that were noted or proposed by the Auditors but were “passed” (as immaterial or otherwise).

10. **Management Letters.** The Committee will review with the Auditors any “management” letter, schedule of unadjusted differences or “internal control” letter issued, or to the extent practicable, proposed to be issued by, the Auditors and management’s response, if any, to such letter or schedule, as well as any additional material written communications between the Auditors and management.

11. **Internal Control Over Financial Reporting.** The Committee will discuss and review with management and the Auditors, as appropriate, the scope, adequacy and effectiveness of the Company’s internal control over financial reporting and any special audit steps adopted in the event of material control deficiencies.

Oversight of Auditors

12. **Evaluation and Retention of Auditors.** The Committee will, at least annually, evaluate the performance, qualifications and independence of the Auditors (and should take into account the views of management and the internal auditor function). This evaluation should include the review and evaluation of the lead partner of the Auditors. In conducting this review and evaluation, the Committee will obtain and review the reports described in paragraphs 14 and 17 under “Responsibilities – Oversight of Auditors” in this charter. Based on this review and evaluation, the Committee will determine whether to retain, or terminate, the engagement of the existing Auditors, or appoint and engage a different independent registered public accounting firm and should present the Committee’s conclusions with respect to the Auditors to the Board. The Committee will recommend the selection of the Auditor for ratification by the stockholders, if appropriate in the Committee’s discretion.

13. **Communications Regarding Auditor Independence.** Prior to engagement of any prospective Auditors and at least annually, the Committee will receive and review a written disclosure by the prospective Auditors or existing Auditors, as applicable, of all relationships between the prospective Auditors or existing Auditors, as applicable, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and will discuss with the prospective Auditors or existing auditors, as applicable, the potential effects of such relationships on the independence of the prospective Auditors, consistent with the applicable rules of the PCAOB.

14. **Approval of Audit Services.** The Committee will determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy of staffing, and the compensation to be paid, at the Company’s expense, to the Auditors, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws, including the delegation of preapproval authority to one or more independent Committee members so long as any such preapproval decisions are presented to the Committee at the next scheduled meeting.

15. **Approval of Non-Audit Services.** The Committee will determine and approve engagements of the Auditors, prior to commencement of such engagements (subject to the availability of exceptions available under applicable laws for *de minimis* aggregate amounts of permissible non-audit services), to perform any proposed permissible non-audit services, including the scope of the services and

the compensation to be paid, at the Company's expense, to the Auditors, which approval may be pursuant to preapproval policies and procedures established by the Committee consistent with applicable laws, including the delegation of preapproval authority to one or more independent Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting.

16. **Report from Auditors.** At least annually, the Committee will obtain and review a report by the Auditors describing that firm's internal quality-control procedures, any material issues raised by the firm's most recent internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by that firm, as well as any steps taken to address the issues raised.

17. **Audit Partner Rotation.** The Committee will monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and should consider periodically whether, in order to assure continuing auditor independence, there should be a regular rotation of Auditors.

18. **Employees and Former Employees of Auditors.** The Committee will set clear policies regarding the hiring by the Company of individuals employed or formerly employed by the Auditors.

Internal Audit Function

19. **Internal Audit Function.** The Committee will oversee the Company's internal audit function, which may be outsourced to a third-party service provider. As part of this oversight responsibility, the Committee will review and discuss with management and, if appropriate, the Auditors the responsibilities, budget and staffing of the Company's internal audit function. In addition, the Committee will review any significant reports prepared by the Company's internal auditor function, as well as management's responses.

Legal, Regulatory and Ethical Oversight

20. **Complaint Procedures.** The Committee will, as needed, establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

21. **Correspondence with Regulators/Review of Certain Legal Matters.** The Committee will consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies as well as any other legal matters that have been brought to the Committee's attention and that could have a significant impact on the Company's financial statements.

22. **Compliance.** The Committee will review management's system to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws, as well as to its Code of Business Conduct and Ethics. The Committee will review and periodically update the Company's Code of Business Conduct and Ethics and review any significant violations thereof and requests of waivers thereof by executive officers and directors.

23. **Related Party Transactions.** Unless otherwise approved or ratified pursuant to the Company's Related Person Transaction Policy, the Committee will review, approve or ratify and oversee

all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404(a) of Regulation S-K (“**Item 404(a)**”). “**Related Person**” shall have the meaning given to such term in Item 404(a), as amended from time to time. Develop and oversee policies and procedures for the review, approval and/or ratification of such transactions. Discuss with the Auditors their evaluation of the Company’s identification of, accounting for, and disclosure of its relationship with related parties as set forth under the standards of the PCAOB.

24. **Risk Assessment and Management.** The Committee will discuss with management and, as appropriate, the Auditors, the Company’s guidelines and policies with respect to risk assessment and risk management.

25. **Attorneys’ Reports.** The Committee will receive, review and discuss (if applicable) with the Company’s Chief Legal Officer attorneys’ reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of U.S., state or other applicable law.

26. **Investigations.** The Committee will investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

27. **Investment Policy and Treasury Operations.** The Committee will review with management the Company’s investment philosophy and policies, including review of treasury operations and management of investment risk and applicable policies pertinent to the Company’s investment portfolio, including financial derivative and hedging activities, if applicable.

28. **Cybersecurity.** The Committee will periodically review and discuss with the Company’s Chief Financial Officer material risks relating to data privacy, technology and information security, including cybersecurity, threats and back-up of information systems and the Company’s processes for assessing, identifying, and managing such risks, as well as the Company’s internal controls and disclosure controls and procedures relating to cybersecurity incidents.

Other Matters

29. **Proxy Report.** The Committee will prepare the Audit Committee report required by the rules of the SEC to be included in the Company’s annual proxy statement.

30. **Committee Evaluation and Charter Review.** The Committee will review and evaluate its performance, at least annually, including by reviewing the compliance of the Committee with this charter. In addition, the Committee will periodically review and reassess the adequacy of this charter and recommend to the Board any proposed changes to this charter that the Committee considers necessary or appropriate. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

EXHIBIT A

EVOMMUNE, INC.

RELATED PERSON TRANSACTIONS POLICY

Evommune, Inc. (the “*Company*”) has adopted this Related Person Transactions Policy to set forth the procedures for the identification, review, consideration, and approval, ratification or prohibition of transactions involving the Company and any “Related Person” (as defined below) by an approving body (the “*Approving Body*”) composed of the disinterested and independent members of the Board of Directors of the Company (the “*Board*”) or any committee (or sub-committee thereof) of the Board; provided that a majority of the members of the Board or such committee (or sub-committee), respectively, are disinterested and independent. In the absence of an alternative designation, the Board has designated the Audit Committee (or an independent sub-committee thereof) to serve as the Approving Body.

Notwithstanding the foregoing, any employment relationship or transaction involving an executive officer of the Company and any related compensation must be approved by the Compensation Committee of the Board or recommended by the Compensation Committee to the Board for its approval.

This policy has been approved by the Board. The Audit Committee will review and recommend to the Board, from time to time, any amendments to this policy.

DEFINITIONS

“*Related Person*” shall have the meaning given to such term in Item 404(a) of Regulation S-K as follows:

- any person who is, or was at any time since the beginning of the Company’s last fiscal year (or, to the extent the Company is a “smaller reporting company” under applicable Securities and Exchange Commission rules, since the beginning of the fiscal year prior to the last fiscal year), (i) a director or executive officer of the Company or a nominee to become a director of the Company or (ii) an immediate family member (as defined below) of a director or executive officer of the Company or a nominee to become a director of the Company; or
- a securityholder, or an immediate family member of such securityholder, known by the Company to be the beneficial owner of more than 5% of any class of the Company’s voting securities at the time of occurrence or existence of the Related Person Transaction (a “*significant stockholder*”); or

An “*immediate family member*” means (i) any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, and (ii) any other person (other than a tenant or employee) sharing the household of such person.

“*Related Person Transaction*” means any transaction that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K, other than an employment relationship or transaction involving an executive officer and any related compensation. A “transaction” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

IDENTIFICATION OF RELATED PERSONS AND DISSEMINATION OF INFORMATION

Each director and executive officer shall, and the Company shall request each “significant stockholder” to, notify all of his or her “immediate family members” and “affiliates” (as defined below), as well as any “significant stockholder” with which he or she is associated or affiliated, requiring that, before they or, with respect to “immediate family members,” any of their “affiliates” may engage in any Related Person Transaction, they must inform the director or executive officer in advance and may not proceed with the transaction in the absence of approval pursuant to this policy. The director or executive officer shall report the proposed transaction to the management of the Company for consideration and approval by the Approving Body as a Related Person Transaction in accordance with the terms of this policy. For purposes of this policy, an “*affiliate*” is any firm, corporation or other entity in which, as applicable, any director, executive officer, “significant stockholder” or “immediate family member” of the foregoing is an executive officer, partner or principal or holds a similar control position or in which any such person has a 1% or greater beneficial ownership interest.

In addition, if any director or executive officer becomes aware of a potential Related Person Transaction involving a “significant stockholder” or its “affiliate” that is not otherwise associated with a director or executive officer, he or she shall be obligated to report the proposed transaction to the management of the Company for consideration and approval by the Approving Body as a Related Person Transaction in accordance with the terms of this policy.

ADVANCE APPROVAL OF RELATED PERSON TRANSACTIONS

Under this policy, any proposed transaction that has been identified as a Related Person Transaction may be consummated or materially amended only following approval by the Approving Body in accordance with the provisions of this policy.

RATIFICATION OF RELATED PERSON TRANSACTIONS

Under this policy, any Related Person Transaction, if not a Related Person Transaction when originally consummated, or if not initially identified as a Related Person Transaction prior to consummation, shall be submitted to the Approving Body for review and ratification in accordance with the approval policies set forth in this policy as soon as reasonably practicable. The Approving Body shall consider whether to ratify and continue, amend and ratify, or terminate or rescind such Related Person Transaction. A Related Person Transaction entered into without pre-approval of the Approving Body shall not be deemed to violate this policy or be invalid or unenforceable, as long as the transaction is subsequently ratified by the Approving Body.

APPROVAL PROCESS AND GUIDELINES

1. In the event that the Company proposes to enter into, or materially amend, a Related Person Transaction, management of the Company shall present such Related Person Transaction to the Approving Body for review, consideration, and approval, ratification or prohibition. The presentation shall include, to the extent reasonably available, a description of (a) all of the parties thereto, (b) the interests, direct or indirect, of any Related Person in the transaction in sufficient detail so as to enable the Approving Body to fully assess such interests, (c) the business purpose for entering into the transaction, (d) all of the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction, or, in the case of indebtedness, that amount of principal that would be involved, (e) the benefits to the Company of the proposed Related Person Transaction, (f) if applicable, the availability of other sources of comparable products or services, (g) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available

to or from, as the case may be, an unrelated third party or to employees generally, (h) whether the Related Person Transaction complies with the terms of the Company's agreements (including any agreements governing the Company's material outstanding indebtedness) that limit or restrict the Company's ability to enter into a Related Person Transaction, (i) whether the Related Person Transaction may constitute a "personal loan" for purposes of Section 402 of the Sarbanes-Oxley Act of 2002, and (j) management's recommendation with respect to the proposed Related Person Transaction. In the event the Approving Body is asked to consider whether to ratify an ongoing Related Person Transaction, in addition to the information identified above, the presentation shall include a description of the extent of work performed and remaining to be performed in connection with the transaction and an assessment of the potential risks and costs of termination of the transaction, and where appropriate, the possibility of modification of the transaction.

2. The Approving Body, in approving or prohibiting the proposed Related Person Transaction, shall consider all the relevant facts and circumstances deemed relevant by and available to the Approving Body, including, but not limited to (a) the risks, costs, and benefits to the Company, (b) in the event the Related Person is a director or immediate family member of a director, the impact on a director's status as (i) an independent director under the rules of the applicable stock exchange, including any additional independence requirements specific to compensation committee membership set forth in such rules if such non-employee director serves, or such non-employee nominee will serve, on the Compensation Committee of the Board or Rule 10A-3 of the Exchange Act, if such non-employee director serves, or such non-employee nominee will serve, on the Audit Committee of the Board; and (ii) a "non-employee director" under Rule 16b-3 under the Exchange Act, if such non-employee director serves, or such non-employee nominee will serve, on the Compensation Committee of the Board, (c) the terms of the transaction, (d) the availability of other sources for comparable services or products and (e) the terms available to or from, as the case may be, unrelated third parties or to or from employees generally. The Approving Body shall approve only those Related Person Transactions that are in, or are not inconsistent with, the interests of the Company and its stockholders, as the Approving Body determines in the good faith exercise of its discretion.

CONTINUING OVERSIGHT OF RELATED PERSON TRANSACTIONS

The Approving Body shall conduct appropriate continuing oversight of any previously approved or ratified Related Person Transactions. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Approving Body shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate the Related Person Transaction.

TRANSACTIONS EXEMPT FROM THE POLICY

The types of Related Person Transactions set forth on Appendix I to this policy are deemed to be approved or ratified (as applicable) under the terms of this policy to the extent such transactions would have otherwise been subject to this policy.

Appendix I

1. Any indemnification payments and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement or instrument.
2. Any employment relationship or transaction involving an executive officer of Evommune and any related compensation solely resulting from that employment relationship or transaction, so long as indemnification payments and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement or instrument.
 - the related compensation is required to be reported pursuant to Item 402 of Regulation S-K under the rules and regulations of the Securities and Exchange Commission ("Regulation S-K"); or
 - (a) the executive officer is not an "immediate family member" of another executive officer or director of Evommune, or nominee for director, or "significant stockholder," (b) the related compensation would be reported pursuant to Item 402 of Regulation S-K as compensation earned for services to Evommune if the executive officer was a "named executive officer" as defined in Item 402(a)(3) of Regulation S-K, and (c) Evommune's compensation committee approved (or recommended that the Board of Directors approve) such compensation.
3. Any compensation paid to a director of Evommune if the compensation is required to be reported pursuant to Item 402(k) of Regulation S-K.
4. Any transaction with another firm, corporation, or other entity that is not a partnership (see paragraph 4 for transactions involving partnerships) where a Related Person has a position or relationship with such entity but the Related Person's interest arises only from: (i) such Related Person's position as a director of such entity, (ii) the direct or indirect ownership by such Related Person and all other Related Persons, in the aggregate, of less than a 10% equity interest in such entity or (iii) both such director position and ownership.
5. Any transaction with a partnership where a Related Person has a position or relationship with such partnership but the Related Person's interest arises only from such person's position as a limited partner in such partnership in which such Related Person and all other Related Persons have an interest of less than 10%, and such Related Person is not a general partner of and does not hold another position in the partnership.
6. Any transaction where the Related Person's interest arises solely from the ownership of a class of equity securities of Evommune and all holders of such class of equity securities receive the same benefit on a pro rata basis (e.g., dividends).
7. Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

EXHIBIT B

EVOMMUNE, INC.

AUDIT COMMITTEE PRE-APPROVAL POLICY FOR SERVICES OF INDEPENDENT REGISTERED ACCOUNTING FIRM

Under the Sarbanes-Oxley Act of 2002 (the “*Act*”) and rules adopted by the Securities and Exchange Commission (the “*SEC*”), the audit committee of the Board of Directors (the “*Audit Committee*”) of Evommune, Inc. (the “*Company*”) is responsible for the appointment, compensation and oversight of the work of the Company’s independent registered accounting firm (the “*independent auditor*”). As part of this responsibility, the Audit Committee is required to pre-approve all audit, review and attest services (including audit-related services), as well as all permitted non-audit services (subject to the *de minimis* exception provided in this policy) to be performed by the independent auditor to ensure that the provision of these services does not impair the independent auditor’s independence from the Company. The engagement to perform services may be approved either on an explicit case-by-case basis before the independent auditor is engaged to provide each service or the engagement may be pre-approved on a collective basis pursuant to this policy. This policy sets forth the Company’s policy regarding the services that may be pre-approved on a collective basis as well as the procedures for such pre-approval. In no event shall any collective pre-approval result in a delegation to Company management of the Audit Committee’s authority.

The Audit Committee will review this policy annually for purposes of assuring its continued appropriateness and compliance with applicable law and listing standards, including regulations of the SEC and the Public Company Accounting Oversight Board (the “*PCAOB*”).

DELEGATION

As provided by the Act, the Audit Committee may delegate pre-approval authority to one or more of its members. Any such delegation will be effective until modified or rescinded by the Audit Committee. The Audit Committee may not delegate to management the Audit Committee’s responsibilities to pre-approve services performed by the independent auditor.

By this policy, the Audit Committee delegates specific pre-approval authority to the Chair of the Audit Committee, concurrent with the Audit Committee’s authority, to approve any one or more individual permitted non-audit services for which estimated fees do not exceed \$100,000 as well as adjustments to any estimated pre-approval fee thresholds up to \$100,000 for any individual service. Any services that would exceed such limits need to be approved by the full Audit Committee. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting, and all reported pre-approval decisions will be reflected in the minutes of the meeting of the Audit Committee.

AUDIT SERVICES

The scope, terms and fees of the engagement for the annual audit must be expressly pre-approved by the Audit Committee. The independent auditor will provide the Audit Committee with an engagement letter each fiscal year by the end of the first fiscal quarter outlining the scope of the audit services proposed to be performed during the fiscal year. The engagement letter, as amended to reflect any changes negotiated by a member of the Audit Committee, will be subject to approval by the full Audit Committee at the next regularly scheduled Audit Committee meeting. After the approval of the engagement letter, the Audit Committee must approve any necessary and acceptable changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters.

In addition to the annual audit services engagement approved by the Audit Committee, the Audit Committee must pre-approve other audit services and the fees associated with such services. In general, other audit services are those services performed by the independent auditor to fulfill the independent auditor's responsibility under generally accepted auditing standards, including, for example, procedures by the independent auditor that are necessary to reach an opinion on the consolidated financial statements (e.g., review of a tax accrual or consultations with the national office on complex accounting issues to reach an audit judgment), domestic and international statutory audits, comfort letters, consents, accounting consultations for significant or usual transactions, assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities (e.g., the Financial Accounting Standards Board, the SEC, etc.), assistance with and review of documents filed with the SEC, attest services that generally only the auditor can provide (e.g., required internal control report under Section 404 of the Act) and services provided by tax professionals of the independent auditor in connection with the audit or quarterly review.

On an annual basis, the Audit Committee may pre-approve those audit services listed in Appendix A on a collective basis. All other audit services not listed in Appendix A must be pre-approved on a case-by-case basis by the Audit Committee.

AUDIT-RELATED SERVICES

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements. This category includes, for example, due diligence services pertaining to potential business acquisitions or dispositions, social responsibility audits, financial audits of employee benefit plans (e.g., profit sharing plan or welfare benefits trusts), agreed-upon or expanded audit procedures required to comply with local market requirements (e.g., agreed-upon procedures to comply with landlord agreements), and assistance with internal control documentation requirements. The Audit Committee believes that the independent auditor can provide certain audit-related services without impairing the auditor's independence.

On an annual basis, the Audit Committee may pre-approve the audit-related services listed in Appendix B on a collective basis. All other Audit-related services not listed in Appendix B must be pre-approved on a case-by-case basis by the Audit Committee.

TAX SERVICES

Tax services include, for example, tax compliance, tax advice and tax planning. The Audit Committee believes that the independent auditor can provide certain limited tax services to the Company without impairing the auditor's independence. The Audit Committee, however, will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, which is not supported in the Internal Revenue Code and related regulations.

On an annual basis, the Audit Committee may pre-approve the tax services listed in Appendix C on a collective basis. All other Tax services not listed in Appendix C must be specifically pre-approved by the Audit Committee. Except as provided by PCAOB Rule 3523, *Tax Services for Persons in Financial Reporting Oversight Roles*, tax services provided to persons that serve at the Company in a "financial reporting oversight role" (as such term is defined under PCAOB Rule 3501), in his or her individual capacity, cannot be provided by the independent auditor.

In accordance with PCAOB Rule 3524, *Audit Committee Pre-Approval of Certain Tax Services*, the independent auditor will provide to the Audit Committee at regularly scheduled meeting a description

of tax engagements, the related fee structures and, if applicable, other required information for tax services which have been engaged since the last Audit Committee meeting.

OTHER NON-AUDIT SERVICES

In determining whether to pre-approve any permitted non-audit service, the Audit Committee shall consider whether the service would impair the auditor's independence by requiring the auditor to:

- function in the role of management;
- audit its own work; or
- act in an advocacy role for the Company.

The Company may not under any circumstances engage the independent auditor to provide any service that is prohibited by applicable law. The Audit Committee should consult with outside counsel if any question arises as to whether a proposed non-audit service is permissible under applicable law. The Audit Committee may prohibit other services that in its view may compromise, or appear to compromise, the independence and objectivity of the independent auditor. The following services are prohibited by applicable law and the Audit Committee will not approve the performance of any of the following services by the independent auditor:

- bookkeeping or other services related to the accounting records or financial statements*;
- financial information systems design and implementation*;
- appraisal or valuation services, fairness opinions or contribution-in-kind reports*;
- actuarial services*;
- internal audit outsourcing services*;
- management functions;
- human resources;
- broker-dealer, investment adviser or investment banking services;
- legal services;
- expert services unrelated to the audit; and
- any other service that the PCAOB determines by regulation to be impermissible.

* Unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the Company's financial statements.

All other non-audit services must be pre-approved on a case-by-case basis by the Audit Committee.

DE MINIMIS EXCEPTION

Applicable law provides for an exception to the pre-approval requirements for permissible non-audit services provided that (1) all such non-audit services do not, in the aggregate, amount to more than five percent (5%) of the total fees paid by the Company to the independent auditor; (2) such services were not recognized as non-audit services at the time of the relevant engagement; (3) such services were promptly brought to the attention of and approved by the Audit Committee prior to the completion of the

annual audit; and (4) separate disclosure of the services retroactively approved under this exception is made in accordance with the proxy disclosure rules.

FEES

The Audit Committee may consider the amount or range of estimated fees as a factor in determining whether a proposed service would impair the auditor's independence. The Audit Committee's pre-approval of services may include a maximum amount of fees or a fee range for such services.

Any "inadvertent violation" of this Policy shall not be deemed to impair the independent auditor's independence if (a) the inadvertent violation is promptly brought to the attention of the Audit Committee and the independent auditor and (b) the inadvertent violation is promptly addressed by the Audit Committee and the independent auditor. Such "inadvertent violations" are those services that are otherwise permissible services but inadvertently exceeded the predetermined amounts previously approved by the Audit Committee or were not specifically detailed in the appendices of this Policy. If an independence issue arises, the Audit Committee may request that the auditor propose solutions to be approved by the Audit Committee, including but not limited to terminating or voiding engagements and fee arrangements, and the independent auditor will endeavor to implement the proposals approved by the Audit Committee to preserve independence.

No fee arrangements will be of a contingent nature as they are prohibited under the SEC's rules related to the independent auditor's independence.

SUPPORTING DOCUMENTATION

With respect to each service proposed to be pre-approved, the independent auditor must provide detailed back-up documentation to the Audit Committee, regarding the specific services to be provided, in such detail as the Chair of the Audit Committee may request. Absent such back-up documentation, the service **may not** be pre-approved. Pre-approvals for audit, audit-related and tax services by the Audit Committee shall be effective during and until the end of the applicable fiscal year; *provided*, however, no pre-approval shall be longer than one year from the pre-approval date.

PROCEDURES

The Audit Committee has designated the Chief Financial Officer (the "***Designated Officer***") to monitor the performance of all services provided by the independent auditor and to determine whether such services are in compliance with this policy. The Designated Officer shall report to the Audit Committee on a periodic basis with respect to compliance with this policy. The Designated Officer shall promptly report to the chair of the Audit Committee any non-compliance (or attempted non-compliance) with this policy of which the Designated Officer becomes aware.

Requests regarding engagements for which pre-approval is sought, must be submitted to the Audit Committee by both the independent auditor and the Designated Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's and PCAOB's rules on auditor independence. Such joint statement shall address why the provision of such services does not result in the independent auditor's performing management functions, auditing its own work or acting as an advocate for the Company.

Pre-approval, whether on a collective or case-by-case basis, shall be reflected in the minutes of the meetings of the Audit Committee, by written consent or by such other means as the Audit Committee determines.

APPENDIX A
PRE-APPROVED AUDIT SERVICES

SERVICE
AS 4105 reviews of quarterly financial results
Statutory audits or financial audits for subsidiaries or affiliates of the Company
Services associated with SEC registration statements, periodic reports including, quarterly financial statements, and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in responding to SEC comment letters and required attest services
Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB or other regulatory or standard-setting bodies.
Attestation services relating to the report on the Company's internal controls as specified in Section 404 of the Sarbanes-Oxley Act

Fee Approval for Audit Services:

The fees for the foregoing services, excluding the fees for those audit services pre-approved under the engagement letter with the audit firm, during the applicable pre-approval period shall not exceed \$100,000 in the aggregate, unless pre-approved by the Audit Committee or, by delegation, by the Chair or other member of the Audit Committee.

APPENDIX B

PRE-APPROVED AUDIT-RELATED SERVICES

SERVICE
Due diligence services pertaining to potential business acquisitions/dispositions provided that the target is not a client of the independent auditor
Consultation with and audits of target companies involved in a business acquisition/disposition with the Company
Consolidated Financial statement audits of employee benefit plans
Agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters
Internal control reviews and assistance with internal control reporting requirements, excluding those that are part of the financial statement audit
Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard-setting bodies
Attest services not required by statute or regulation

Fee Approval for Audit-Related Services:

The fees for the foregoing services during the applicable pre-approval period shall not exceed \$100,000 in the aggregate, unless pre-approved by the Audit Committee or, by delegation, by the Chair or other member of the Audit Committee.

APPENDIX C

PRE-APPROVED TAX SERVICES PERFORMED BY AUDITORS

SERVICE
U.S. federal, state and local tax compliance, including preparation, filing and review of tax returns, reports, and refund claims, and assistance with Internal Revenue Service audits (including administrative appeals)
International tax compliance, including preparation, filing and review of tax returns, reports and refund claims, and assistance with taxing authority audits (including administrative appeals)
Review of federal, state, local and international income, franchise and other tax returns
Advice and assistance with respect to transfer pricing matters
Compliance reviews and advice on compliance regarding VAT, tariffs/customs and classification, origin, pricing and documentation. Assistance with VAT and customs audits
Compliance reviews and advice on tax credits in respect of expenditures

Fee Approval for Tax Services Performed by the Auditor:

The fees for the foregoing services performed by the Company's auditor during the applicable pre-approval period shall not exceed \$100,000 in the aggregate, unless pre-approved by the Audit Committee or, by delegation, by the Chair or other member of the Audit Committee.

APPENDIX D

PRE-APPROVED OTHER SERVICES

SERVICE
Subscriptions and trainings
Educational seminars with respect to industry, legal, accounting, or financial reporting matters
Risk management advisory services, including compliance matters

Fee Approval for Other Services:

The fees for the foregoing services during the applicable pre-approval period shall not exceed \$100,000 in the aggregate, unless pre-approved by the Audit Committee or, by delegation, by the Chair or other member of the Audit Committee.

EXHIBIT C

EVOMMUNE, INC.

INVESTMENT POLICY

1. PURPOSE

This Investment Policy (this “*Policy*”) of Evommune, Inc. (the “*Company*”) establishes guidelines for the investment of the Company’s surplus cash balances. Surplus cash balances are balances in corporate accounts not immediately required for working capital, capital investment, debt repayment, or other outstanding near-term financial obligations.

2. OBJECTIVES

The Company’s primary objectives when investing excess cash are, in order of importance:

- 2.1 Preservation of principal.
- 2.2 Maintenance of liquidity that is sufficient to meet cash flow requirements.
- 2.3 Maximize total return.

3. ELIGIBLE INVESTMENTS AND CREDIT QUALITY

The following investments are considered appropriate:

- 3.1 U.S. Treasury bills, notes, and bonds, including putable, callable, and floating-rate obligations.
- 3.2 U.S. agency debt obligations, including obligations issued by government-sponsored enterprises, and putable, callable, and floating -rate obligations.
- 3.3 Corporate debt obligations, including variable-rate demand notes, and putable, callable, and floating-rate obligations.
- 3.4 Money market funds that are SEC-registered, maintain a net asset value of \$1.00/share, and consist of a minimum of \$1 billion in assets.

Issue or issuer rated Aa3/AA- or better by Moody’s or Standard & Poor’s, or P-1 by Moody’s or A-1 or better by Standard & Poor’s. Investment eligibility shall rely upon securities rating information.

Investments not explicitly permitted in Section 3 are prohibited. All investments must be U.S. dollar-denominated. Borrowing for investment purposes is prohibited. Investment in securities with underlying leverage risk or esoteric structures is prohibited.

4. CONCENTRATION LIMITS

- 4.1 There is no limit to the percentage of the Company’s portfolio that may be maintained in U.S. Treasury debt obligations, U.S. agency debt obligations, or SEC-registered money market funds.
- 4.2 With the exception of those investments listed in Section 4.1, no one issuer or group of issuers from the same holding company shall exceed three (3) percent of the book value of the Company’s portfolio at the time of purchase.

5. MATURITY LIMITS

- 5.1 The maximum maturity of individual securities in the Company's portfolio shall not exceed thirty-six (36) months at purchase.
- 5.2 The weighted-average days to maturity of the Company's portfolio shall not exceed eighteen (18) months.
- 5.3 For securities that have put dates, the put dates will be used, instead of the final maturity dates, for maturity limit purposes. For securities that have call dates, the final maturity dates will be used for maturity limit purposes.
- 5.4 The sale of securities prior to maturity is permitted only for managing liquidity or credit deterioration and must be pre-approved by the Treasurer.

6. MARKETABILITY

Issue size must be greater than or equal to \$50 million for corporate bonds. No single position in a corporate bond will equal more than 5 percent of the amount outstanding for that issue at time of purchase.

All securities must be purchased through investment banking and brokerage firms of high quality and reputation, with a history of making markets for the securities in which the Company invests. In the unlikely event that securities must be sold before their maturity, all securities must be easily remarketed. To accomplish this, securities must be conventional products with strong name recognition.

7. INVESTMENT ADVISOR

The Company may retain an investment advisor to manage its investments and such investment advisor shall have full discretion to invest the Company's portfolio subject to strict adherence to these guidelines.

The Treasurer may direct the investment advisor to manage the Company's investments in a more restrictive stance than is allowed under this policy (for example, the Treasurer may direct the investment advisor to avoid corporate debt obligations).

Should any investment held in the Company's portfolio fall short of prescribed guidelines, the investment advisor shall immediately notify the Treasurer.

The investment advisor will meet with the Treasurer or a designee no less than annually, and will be available for regular telephone contact. In addition, the investment advisor will provide statements of transactions, market valuation of portfolio assets, and additional financial and compliance reported as requested and required by law.

8. ADMINISTRATION AND AMENDMENT

This policy shall be reviewed by the Audit Committee (the "*Committee*") of the Board of Directors (the "*Board*") of the Company at least annually to ensure it remains consistent with the Company's financial objectives and, as appropriate, reflects current market conditions. The Board has granted express authority to the Committee to administer this Policy, including, from time to time, implementing any amendment or modification thereto or termination thereof, or adopting a new investment policy to replace this Policy.

9. INVESTMENT COMPANY ACT COMPLIANCE

The portfolio will always be managed so the Company will be excluded from being an “investment company” under the Investment Company Act of 1940, as amended (the “*Act*”). The Chief Financial Officer of the Company (the “*CFO*”) or, in the CFO’s absence, the Corporate Controller (the “*Controller*”) or the Chief Executive Officer of the Company (the “*CEO*,” and each of the CFO, the Controller and the CEO, a “*Responsible Officer*”) shall be responsible for assuring compliance with this requirement. The Company’s status as an investment company shall be reviewed by the Responsible Officer at least quarterly to confirm whether it continues to satisfy the requirements of Rule 3a-8 under the Act or another exclusion or exemption from being an investment company under the Act. If the Responsible Officer, upon completion of such quarterly review, determines that the Company does not satisfy the requirements of Rule 3a-8 under the Act, the Company shall limit investments in securities other than Government securities (as defined in the Act) so that it is not an investment company.