

NEXTCURE, INC.
PROCEDURES FOR RECEIVING AND HANDLING CONCERNS AND COMPLAINTS
REGARDING ACCOUNTING AND AUDITING MATTERS
(“WHISTLEBLOWER POLICY”)

Effective May 13, 2019

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of NextCure, Inc. (the “Company”) has established these procedures for: (1) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and (2) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

The Company encourages employees to report possible accounting or auditing practices in a form that is as clear and specific as possible under the circumstances, including through the submission of relevant records, if available. However, the Company neither requires nor encourages employees to investigate personally questionable accounting or auditing practices on their own because of the potential that such a private investigation might compromise the Company’s own review, result in the loss or tainting of evidence or otherwise prevent an effective and fair assessment of the underlying facts.

I. SUBMISSION OF CONFIDENTIAL AND ANONYMOUS CONCERNS BY EMPLOYEES

In an effort to foster an environment where employees feel free to voice their concerns, the Company has established procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Any employee who believes that he or she possesses any information relating to questionable accounting or auditing matters should submit such concerns through the Company’s Ethics Hotline as follows:

Phone: (855) 395-5772

Web: <https://www.whistleblowerservices.com/nextcure>

or, in writing to the attention of the Committee at the following address:

NextCure, Inc. Audit Committee
9000 Virginia Manor Road
Suite 200
Beltsville, MD 20705

II. COMPLAINTS RECEIVED OUTSIDE OF THE CONFIDENTIAL AND ANONYMOUS SUBMISSION PROCESS

If a complaint regarding accounting, internal accounting controls or auditing matters is brought to the attention of an executive officer of the Company, either by a Company employee or a third party, the executive officer shall report such complaint directly to the chairperson of

the Committee (the “Chairperson”). If a complaint regarding accounting, internal accounting controls or auditing matters is brought to the attention of a non-executive employee of the Company, such employee shall either report such complaint (1) directly to his or her supervisor or an executive officer or (2) through the submission procedures described in Section I above.

III. SCOPE OF MATTERS COVERED BY THESE PROCEDURES

These procedures cover employee complaints involving:

- fraud or deliberate error in the preparation, evaluation, review or audit of any Company financial statement;
- fraud or deliberate error in the accounting of, or the recording and maintaining of, the Company’s financial records;
- deficiencies in, or noncompliance with, the Company’s internal accounting controls;
- misrepresentation or false statement to or by a Company employee or Company accountant/auditor regarding a matter contained in the Company’s financial records, financial reports or audit reports;
- deviation from full and fair reporting of the Company’s financial condition;
- alleged violations of any provisions of federal law relating to fraud against stockholders;
- allegations of discrimination or retaliation for providing information to regulatory or law enforcement agencies or to a supervisor concerning conduct that the employee reasonably believes constitutes a violation of federal securities laws or any provision of federal law relating to fraud against stockholders; or
- any violations of the codes and policies of the Company, including the Company’s Code of Business Conduct and Ethics.

These procedures are intended to be compliant with Section 301 of the Sarbanes-Oxley Act of 2002 and Section 922 of the Dodd-Frank Act.

IV. PROCEDURES FOR THE HANDLING OF CONCERNS AND COMPLAINTS REGARDING ACCOUNTING AND AUDITING MATTERS

A. Receipt of Complaint. Upon receiving a concern or complaint pursuant to these procedures, the Chairperson will assess the concern or complaint to determine whether the concern or complaint actually pertains to matters covered by this policy. If the concern or complaint is not covered by this policy, the Chairperson will coordinate with appropriate officers of the Company or other Committees of the Board to address the concern or complaint. If the concern or complaint is covered by this policy, depending upon the apparent urgency of the matter (which may be determined after an initial review facilitated by the Chairperson), the Chairperson will either call a meeting of the Committee or add the concern or complaint to the agenda for discussion at the next regularly scheduled Committee meeting.

B. Review of Complaint by Committee. The Committee or its designee shall review every concern or complaint reported pursuant to these procedures to determine whether the concern or complaint raises, or may raise, a material concern about accounting, internal accounting controls or auditing matters, and whether the concern or complaint is sufficiently detailed and/or supported by facts or evidence to permit the conduct of an investigation. In conducting this review, the Committee may require the attendance at the meeting of the Chief Financial Officer, the independent auditor, outside legal counsel and/or the person submitting the concern or complaint (unless submitted anonymously) and such other persons as it deems necessary or appropriate.

C. Review by Chief Financial Officer. The Committee may request the Chief Financial Officer or another appropriate third party review concerns or complaints received pursuant to these procedures that the Committee determines not to be material, and the individual reviewing such concern or complaint shall report his or her findings and recommendations, if any, to the Chairperson of the Committee.

D. Investigation. The Committee or its designee will investigate concerns or complaints received pursuant to these procedures that raise an accounting, internal accounting control or auditing matter, and that are sufficiently detailed to permit the conduct of an investigation. Where a concern or complaint appears to relate to an accounting or auditing matter but is not sufficiently detailed to permit the conduct of an investigation, the Committee or its designee shall engage in a reasonable effort to obtain sufficient detail and/or factual support to permit an investigation to proceed. In connection with any investigation, the Committee may, to the extent it deems necessary or appropriate, retain, engage and utilize independent accounting or legal counsel, as well as utilize Company personnel. To the extent practical, any such investigation will be handled in confidence.

E. Delegation of Authority. The Committee may designate any member of the Committee to review and investigate any concern or complaint reported pursuant to these procedures.

F. Appeal. Any employee who has made a complaint or who has been the direct subject of an investigation under these procedures may request reconsideration by submitting a written request to the Committee stating the reasons for the employee's disagreement with the Committee's final determination. This request must be made no later than 30 days after notice that the investigation has been concluded. The Committee will review and consider the written submission by the employee and shall determine if, in its view, the points raised require further action (e.g., alteration of the decision, additional investigation) or no further action.

G. Action Following Investigation. Following the investigation of each concern or complaint received pursuant to these procedures, prompt and corrective action will be taken when and as warranted in the judgment of the Committee, which may include making recommendations to the Board for further action.

V. RECORD-KEEPING AND RETENTION

The Committee shall establish a procedure for maintaining a confidential record of any complaint made under these procedures. This record shall contain general identifying information showing the date of the complaint, the person complaining (if applicable), the general subject matter of the complaint, the date of the Committee report and final determination, the disposition and any other relevant documents. The confidential record shall be maintained in a secure location with access limited only to the Chief Financial Officer or the Committee. All materials shall be retained for six years and then discarded, except as otherwise required by applicable law or court order.

VI. NO RETALIATION

The Company will not tolerate retaliation against any individual who in good faith submits a concern or complaint or participates in any investigation conducted pursuant to these procedures. Any suspected retaliation should be reported immediately to the Committee, the Chief Financial Officer or the Chief Executive Officer. Such retaliation is extremely serious misconduct and may result in discipline, up to and including discharge of the person(s) engaging in any retaliatory actions. Retaliation may also subject the person(s) responsible to personal legal and financial liability, and in certain cases may be a criminal offense. Any individual who submits a concern or complaint, or participates in any investigation conducted pursuant to these procedures, in bad faith will be considered to be in violation of Company policy.

VII. QUESTIONS

Questions or concerns regarding these procedures should be addressed to the Company's Chief Financial Officer.

VIII. REVIEW

These complaint procedures will be subject to the periodic review of the Committee. Any proposed changes to these procedures will be, upon recommendation of the Committee, reviewed and approved by the full Board.