

SAPIENCE THERAPEUTICS, INC.

FINANCIAL CONFLICTS OF INTEREST POLICY FOR PHS-FUNDED RESEARCH

I. INTRODUCTION

This Financial Conflicts of Interest Policy for PHS-Funded Research (“FCOI Policy”) implements U.S. federal requirements pertaining to “Objectivity in Research” promulgated by the Public Health Services (“PHS”) of the U.S. Department of Health and Human Services (“HHS”), which includes the U.S. National Institutes of Health (“NIH”). Financial Conflict of Interest (“FCOI”) requirements related to PHS-Funded Research are published in U.S. regulations 42 CFR Part 50, Subpart F and 45 CFR Part 94.

The intent of this FCOI Policy is to promote objectivity in research by establishing standards to help ensure that the design, conduct or reporting of research performed with funds received from PHS Organizations will not be biased by any conflicting financial interest. To apply for funding with PHS Organizations, Sapience Therapeutics, Inc. (“Sapience”) must be able to certify, in each application for funding, that Sapience:

- has in effect, an up-to-date, written and enforced process to identify and manage FCOI;
- will promote and enforce compliance with the regulation;
- will manage FCOI and provide initial and ongoing FCOI reports;
- will make FCOI and significant financial interest information available to the PHS Organization, promptly, upon request; and
- will fully comply with the regulatory requirements.

II. DEFINITIONS

A. **Covered Individual:** Any senior or key personnel or investigator, as applicable, who is responsible for the design, conduct or reporting of Research funded by the PHS, or proposed for such funding.

B. **Covered Individual Responsibilities:** A Covered Individual’s responsibilities performed on behalf of Sapience.

C. **Equity Interest:** Any stock, stock option or other ownership interest, as determined through reference to public prices or other reasonable measures of fair market value.

D. **Financial Conflict of Interest (“FCOI”):** A Significant Financial Interest that could directly and significantly affect the design, conduct or reporting of PHS-Funded Research.

E. **Financial Interest:** Anything of monetary value, regardless of whether the value is readily ascertainable.

F. Immediate Family: A Covered Individual’s spouse or domestic partner and dependent children.

G. Non-Significant Financial Interests (“Non-SFI”): include the following:

i. Any income from investment vehicles, such as mutual funds and retirement accounts, as long as the Covered Individual (or Covered Individual’s Immediate Family) does not directly control the investment decisions made in these vehicles; or

ii. Income from seminars, lectures or teaching engagements sponsored by a U.S. federal, state, or local government agency, an institution of higher education as defined at 20 U.S.C. 1001(a), an academic teaching hospital, a medical center or a research institute that is affiliated with an institution of higher education; or

iii. Income from service on advisory committees or review panels for a U.S. federal, state or local government agency, an institution of higher education, as defined at 20 U.S.C. 1001(a), an academic teaching hospital, a medical center or a research institute that is affiliated with an institution of higher education; or

iv. Salary, royalties or other Remuneration paid by Sapience to the Covered Individual if the Covered Individual is currently employed or otherwise appointed by Sapience; or

v. Travel reimbursement or sponsorship by a U.S. federal, state or local government agency, an institution of higher education, as defined at 20 U.S.C. 1001(a), an academic teaching hospital, a medical center or a research institute that is affiliated with an institution of higher education.

H. PHS: Public Health Service of the U.S. Department of Health and Human Services, and any components of the PHS to which the authority involved may be delegated, including among others, the NIH. A listing of the PHS agencies and their offices may be located on the U.S. Department of Health and Human Services Organizational Chart.

I. PHS-Funded Research: Any Research funded by way of a grant from, or a contract or cooperative agreement with, a PHS Organization. PHS-Funded Research does not include work performed under a cooperative research and development agreement or an “other transaction authority” agreement.

J. PHS Organization: An agency that is part of the PHS and funds particular Research under a grant, contract, or cooperative agreement.

K. PHS Regulations: U.S. 42 CFR Part 50 Subpart F and 45 CFR Part 94.

L. Remuneration: Any payment for services including consulting fees and honoraria.

M. Research: A systematic investigation, study or experiment designed to develop or contribute to generalizable knowledge relating broadly to public health, including behavioral and social-sciences research, basic and applied research (e.g., a published article, book or book chapter) and product development (e.g., a diagnostic test or drug).

N. Significant Financial Interest (“SFI”): A Financial Interest consisting of one or more of the following interests of a Covered Individual (and those of the Covered Individual’s Immediate Family) that reasonably appear to be related to the Covered Individual’s Responsibilities, but specifically excluding any Non-SFI:

i. any Remuneration received from any publicly traded entity in the 12 months preceding the disclosure, and the value of any Equity Interest in such entity as of the date of disclosure, that exceeds \$5,000 when aggregated; or

ii. any Remuneration received from any non-publicly traded entity in the 12 months preceding the disclosure that exceeds \$5,000 when aggregated or any Equity Interest in such entity of any value as of the date of disclosure; or

iii. income related to intellectual property rights and interests (e.g., patents or copyrights) that exceed \$5,000 in the aggregate, upon receipt of such income; or

iv. any travel reimbursement or sponsorship.

III. TRAINING REQUIREMENTS

Unless covered by a third-party FCOI policy as agreed with Sapience, each Covered Individual is required to complete training on Sapience’s FCOI Policy prior to engaging in PHS-Funded Research, at least every 4 years, and immediately, if (a) Sapience revises the FCOI Policy that affects requirements of Covered Individuals or (b) a Covered Individual is not in compliance with the FCOI Policy or a management plan.

IV. SUBRECIPIENT REQUIREMENTS

When applicable, Sapience will by agreement require any subrecipient or subcontractor performing PHS-Funded Research to either (a) mandate that its Covered Individuals comply with this FCOI Policy or (b) comply with the subrecipient’s or subcontractor’s FCOI policy if the subrecipient or subcontractor certifies that its policy complies with PHS Regulations. Sapience will require all disclosures and reports by a subrecipient’s or subcontractor’s Covered Individual under either policy to be made to Sapience in a timely manner and before any corresponding disclosure or report is due to the U.S. Government.

V. DISCLOSURE, REVIEW AND MONITORING REQUIREMENTS

Each Covered Individual is required to disclose SFIs (and those of the Covered Individual’s Immediate Family) that meet or exceed the definition of SFI. This disclosure must occur before any payment by Sapience is made to a Covered Individual, at least annually during the period of the PHS-Funded Research, and within 30 days of discovering or acquiring a new SFI. For any Covered Individual anticipated to perform work on a particular project involving PHS-Funded Research, Sapience will also require each such Covered Individual to disclose SFIs before the date of submission for Sapience’s proposal for the project if the Covered Individual’s anticipated role in the project is known before proposal submission.

Sapience will designate individual/s to review disclosures of SFIs of the Covered Individual (and those of the Covered Individual's Immediate Family). The designated individual/s will review all Covered Individual SFI disclosures, determine if any SFIs relate to PHS-Funded Research, determine if an FCOI exists and develop and implement management action plans, as needed, to manage FCOIs:

- before work on a particular PHS-Funded Research project begins for any Covered Individual that is known to Sapience prior to such time; and
- within 60 days whenever Sapience identifies an SFI that was not disclosed by an Covered Individual or not previously reviewed by the Sapience.

The designated individual/s must establish a process to monitor a Covered Individual's compliance with management action plans until completion of the PHS-Funded Research project. For any report of an SFI involving travel reimbursement or sponsorship, the designated individual/s must be provided information relating to the purpose, destination, and duration of each trip and the identity of the relevant sponsor or organizer. If requested by the designated individual/s, additional information, including the monetary value of the trip, must be disclosed to determine whether the reimbursement or sponsorship constitutes an FCOI.

VI. REPORTING REQUIREMENTS

Sapience will send required initial, annual and revised reports listing FCOI of Covered Individuals ("FCOI Reports") to the relevant PHS Organization:

- prior to expenditure of funds for PHS-Funded Research; and
- within 60 days of identification of a FCOI for a Covered Individual who is newly participating in an on-going project; and
- at least annually to provide the status of the FCOI and any changes to the management plan, if applicable, until the completion of the project; and
- following a retrospective review to update a previously submitted report, if appropriate.

Whenever Sapience identifies an SFI that was not disclosed, identified, reviewed or managed in a timely manner, Sapience's designated individual/s will, within 60 days, review and make the determination of whether an FCOI exists, and report the FCOI if it exists to the relevant PHS Organization:

- If an FCOI exists, Sapience will within 120 days of the Sapience's determination of noncompliance/nondisclosure complete a retrospective review of the Covered Individual's activities and PHS-Funded Research to determine whether any of the PHS-Funded Research conducted during the time period of the noncompliance/nondisclosure biased the design, conduct or reporting of such Research.
- Sapience will document the retrospective review as required by PHS Regulations.

- Subsequent to the retrospective review, if applicable, Sapience will update the existing FCOI report and, if bias is found, Sapience will notify the relevant PHS Organization promptly and submit a mitigation action plan with details required by PHS Regulations.

Sapience will notify the relevant PHS Organization promptly if a Covered Individual fails to comply with the FCOI Policy or an FCOI management plan and inform the relevant PHS Organization of the corrective action taken or to be taken.

VII. PUBLIC ACCESS

Before expending funds on a particular PHS-Funded Research project, Sapience will establish procedures for public access to information concerning any SFI that is disclosed to Sapience and (a) continues to be held by key personnel for a particular project, (b) is determined by Sapience to be related to the project, and (c) is determined by Sapience to constitute an FCOI. Sapience will make this information available in a timely manner following receipt of a written request for at least 3 years after the information was most recently updated. Sapience will include details specified in PHS Regulations when responding to any such request. Sapience will also make this FCOI Policy available on a publicly accessible website.

VIII. MAINTENANCE OF RECORDS

Sapience will maintain all FCOI-related records:

- for at least 3 years from the date on which, for grants and cooperative agreements, the final expenditure report is submitted to the relevant PHS Organization or, for contracts, final payment is made; or
- for the time periods specified in 45 CFR 75.361 or 48 CFR Part 4, Subpart 4.7, as applicable.

The Company will comply with federal FCOI regulations regarding making publicly available information on identified FCOIs held by Covered Individuals on PHS-Funded Research projects.

IX. ENFORCEMENT MECHANISM AND REMEDIES FOR NONCOMPLIANCE

Sapience will maintain adequate enforcement mechanisms and provide for corrective action to promote Covered Individual compliance. A failure to comply is also subject to: (1) formal admonition, (2) ineligibility of the individual to apply for federal research grants, (3) additional sanctions per research funding agency (such as requiring investigator financial conflict of interest training), up to and including sponsor suspension of function per application federal regulations (note: the Company will comply with federal financial conflict of interest requirements regarding non-compliance retrospective review and corrective action), and/or (4) termination of employment.

In any case in which the U.S. Department of Health and Human Services determines that a PHS-Funded Research project of clinical research, with a purpose of evaluating the safety or effectiveness of a drug, medical device, or treatment, has been designed, conducted or reported by a Covered Individual with an FCOI that was not managed or reported by Sapience as required, Sapience will require the Covered Individual to disclose the FCOI in each public presentation of the results of the PHS-Funded Research, and request a similar addendum to previously published presentations and publications.