

Institutional Conflict of Interest Management and Monitoring Plan: Dragonfly Therapeutics, Inc.

The University of Texas MD Anderson (MD Anderson) and Dragonfly Therapeutics, Inc. (Dragonfly) are parties to a Strategic Collaboration Agreement (Agreement) pursuant to which MD Anderson and Dragonfly will collaborate on research studies to be conducted at MD Anderson.

Under the Agreement, MD Anderson will receive from Dragonfly both (1) research funding and Dragonfly drugs and (2) various milestone payments based on breakthrough therapy designation status, regulatory approval status, and sales.

Patrick Hsu, M.D., Division Head of Cancer Medicine, and James Allison, Ph.D., Chair of the Department of Immunology, are Institutional Decision Makers and also have personal financial interests with Dragonfly.

Because of MD Anderson's, Dr. Hwu's, and Dr. Allison's financial interests discussed above, MD Anderson has an institutional conflict of interest in regards to the current and any future research conducted by MD Anderson (Studies).

Because MD Anderson is committed to the protection of human subjects and the effective management of its financial conflict of interest in relation to its research activities, MD Anderson has implemented an Institutional Conflict of Interest Management and Monitoring Plan (Plan) to manage and monitor the conflict of interest with respect to MD Anderson's conduct of the Studies. The Plan has been approved by the President of MD Anderson and the Executive Vice Chancellor for Health Affairs for The University of Texas System (EVC) and has been implemented by MD Anderson.

Prohibitive measures in the Plan include:

- Drs. Hwu and Allison will not be involved in any negotiations with Dragonfly or its known affiliates with respect to sponsored research agreements, purchasing decisions, or any other type of agreement;
- Drs. Hwu and Allison will not serve as a principal investigator (PI) for the Studies;
- Drs. Hwu and Allison will not share confidential information unless expressly authorized;
- Drs. Hwu and Allison will not be involved in the approval or execution of contracts or agreements involving Dragonfly on behalf of MD Anderson, and MD Anderson will use alternate arrangements for the processing of such agreements involving Dragonfly for final approval and execution;
- Drs. Hwu and Allison will not be involved in any relevant discussions at Dragonfly and MD Anderson except as specifically invited by MD Anderson as a content expert; and
- Drs. Hwu and Allison will not will supervise anyone participating in discussions involving any existing or proposed business relationships or research collaboration involving Dragonfly and MD Anderson.

The Plan requirements include:

- MD Anderson employees who have a financial interest in Dragonfly and will be involved in the conduct of the Studies will have a personal conflict of interest management plan covering their involvement of the Studies;
- Disclosure of MD Anderson's financial interest in any Study informed consent documents, as well as the financial interest of Drs. Hwu or Allison if they are involved in the conduct of the Studies;
- Disclosure of MD Anderson's financial conflict of interest, the financial interests of Drs. Hwu and Allison, and the Plan to all members of the research teams who will work on the Studies;
- Disclosure of MD Anderson's, Dr. Hwu's, and Dr. Allison's financial conflict of interest in all publications and oral presentations concerning the Studies;
- Posting of this summary on MD Anderson's public website;
- Referral of any concerns/complaints related to MD Anderson's compliance with the Plan, or its financial conflict of interest, to The University of Texas System;

- Recusal of any MD Anderson Institutional Decision Maker who has a financial relationship with Dragonfly or its known affiliates from negotiations with respect to any agreements or purchasing decisions;
- Oversight of Studies by an external Institutional Review Board (External IRB), including reporting to the External IRB by MD Anderson's Investigational New Drug (IND) Office when applicable;
- Engagement of a non-MD Anderson ethicist (External Ethicist) to address any questions or concerns that participants in the Studies may have pertaining to the MD Anderson financial interest and conflict of interest;
- Supply a copy of the Plan to the External IRB and External Ethicist;
- Review of safety and efficacy data of Studies that are clinical trials by an external and independent Data Safety Monitoring Board (External DSMB);
- Use of multi-institutional trials with a non-MD Anderson lead principal investigator for Studies that are Phase III or Phase II clinical trials aimed at gaining FDA approval under a new drug or biological license application;
- Monitoring activities related to the manufacture of Investigational Agents, if required for the Studies, by MD Anderson's IND Office;
- Reporting to the EVC by an External Contract Research Organization on Studies that are IND-enabling preclinical studies;
- Review and revision of the Plan as necessary with any amendments requiring EVC approval; and
- Annual review of MD Anderson's compliance with the Plan by MD Anderson's Institutional Compliance Office and Institutional COI Committee, which will be reported to The University of Texas System Ethics Officer.

Prepared October 4, 2019