

## **Amended and Restated Institutional Conflict of Interest Management and Monitoring Plan: Codiak Biosciences, Inc.**

The University of Texas MD Anderson (MD Anderson) and Codiak Biosciences, Inc. (Codiak) are parties to a Patent and Technology License Agreement pursuant to which under which the Board of Regents of The University of Texas System ("Board"), on behalf of MD Anderson, granted Codiak a royalty-bearing license in certain technologies and in consideration for such license will receive equity in Codiak. This equity will be held, managed, and disposed of by the University of Texas Investment Management Company on behalf of the UT System and MD Anderson. MD Anderson will receive running royalties on net sales of licensed products, milestone payments upon various regulatory filings and approvals and commencement of various phases of clinical trials related to licensed products, payments of Codiak's Common Stock, a fee upon an Early Sale of Codiak's businesses, certain patent prosecution expenses, and a portion of sublicensing consideration.

Additionally, MD Anderson and Codiak have entered into a Sponsored Research Agreement under which (i) Codiak will pay MD Anderson Direct Expenses and Overhead Charges based on such Direct Expenses, and (ii) MD Anderson will conduct research involving Licensed Subject Matter and the Research Program (Studies), which includes organization and conduct of Phase I and 1b exosome clinical trials.

Dr. Raghu Kalluri, Ph.D., M.D., Chair, Cancer Biology, is an Institutional Decision Maker (IDM) under MD Anderson's Institutional Conflict of Interest Policy. Dr. Kalluri serves as a member of the Board of Directors of Codiak, is conducting certain Studies at MD Anderson (Kalluri Codiak Studies), has an equity interest in Codiak.

MD Anderson's equity interest, rights to payments related to Licensed Subject Matter, and shares received under the Sponsored Research Agreement create an institutional financial conflict of interest in relation to Research Program to be conducted by MD Anderson including research involving the Licensed Subject Matter. Additionally, Dr. Kalluri's equity interest in Codiak, service as a member of the Board of Directors of Codiak, and conduct of Kalluri Codiak Studies create a personal conflict of interest as well as an institutional financial conflict of interest.

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 research studies sponsored by Codiak, research using Codiak Licensed Subject Matter, and Kalluri Codiak 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:

- Dr. Kalluri will not be involved in any negotiations with Codiak or its known affiliates with respect to sponsored research agreements, purchasing decisions or any other type of agreement,
- Dr. Kalluri will not share confidential information unless expressly authorized,
- Dr. Kalluri will not be involved in the approval or execution of contracts or agreements involving Codiak on behalf of MD Anderson and the use of alternate arrangements for the processing of such agreements involving Codiak for final approval and execution,
- Dr. Kalluri will not be involved in any relevant discussions at Codiak and MD Anderson except as specifically invited by MD Anderson as a content expert, and
- Dr. Kalluri will not will supervise anyone whose institutional responsibilities include negotiations or decisions involving Codiak or anyone who has a financial relationship with Codiak.

The Plan requirements include:

- MD Anderson employees, who have a financial interest in Codiak 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, Dr. Kalluri's, and Conflicted IDM's financial conflict of interest to participants in the Studies, to all members of the research teams who will work on the Studies, and in all publications and oral presentations concerning the Studies,
- Disclosure of Dr. Kalluri's financial conflict of interest, the Plan, and his personal conflict of interest plan involving Codiak to individuals who report directly or are in the line of reporting to Dr. Kalluri,
- 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,
- 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,
- Dr. Kalluri will submit to the oversight of an independent monitor (IM) for his projects with Codiak,
- Scientific and financial reporting by Dr. Kalluri to the IM on his projects with Codiak,
- Monitoring by the IM of the design, conduct, and reporting of the Dr. Kalluri's research projects with Codiak,
- Assessment and reporting by the IM to ensure the scientific validity of Dr. Kalluri's research,
- Reporting by Dr. Kalluri on a semiannual basis to the IM who will report to the SVP & CAO with notification to MD Anderson's Conflict of Interest Committee,
- IM recommendation to duplicate research to be made to the President of MD Anderson in cases where research funded under the Codiak SRA will be patented, published, or progress to pre-clinical activity,
- 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 The University of Texas Systemwide Compliance Officer, with a written report of the review from the External DSMB to be provided to the EVC.

*Last updated 11/21/18*