



CDDF CONFLICT OF INTEREST POLICY

1. CDDF AS AN INDEPENDENT AND NEUTRAL PLATFORM, SCOPE AND PURPOSE

1.1. CDDF as an independent and neutral platform

Cancer Drug Development Forum (hereinafter referred to as '**CDDF**') is strongly committed to act as an independent entity. This independence is enshrined in CDDF's Articles of Association (hereinafter referred to as '**AoA**'). CDDF aims to provide a neutral and independent platform and a network for open and productive communication with all stakeholders involved in the development of anti-cancer therapeutics and the promotion of human health (Art. 4.1 AoA). Besides, any candidate member should be free from any conflict of interest that would prevent such candidate from providing independent support to CDDF (Art. 8.4 AoA). The Industry Partners support CDDF and its mission to establish a neutral, non-competitive space to further develop and innovate drug development in oncology in collaboration with all stakeholders (Art. 24.2 AoA). Finally, the AoA provide that the Board of Directors will ensure that all activities of CDDF are conducted independently from the financial or other influence of any individual pharmaceutical company or any other influence that could introduce bias and challenge the neutrality of the deliberations and activities of CDDF (Art. 17.2 AoA).

In light of CDDF's strong commitment to act as an independent and neutral entity, it takes conflicts of interest very seriously since they can severely damage CDDF's reputation as well as its ability to effectively realize its not-for-profit purpose.

1.2. Scope

This conflict-of-interest policy applies to all members of the Board of Directors of CDDF (hereinafter referred to as '**Board members**').

1.3. Purpose

This conflict-of-interest policy aims to effectively identify, disclose, and manage any actual, potential or perceived conflicts of interest on the part of Board members in order to protect CDDF's interests when it is considering taking an action or entering into a transaction.

All Board members should be aware of the fact that they may be faced with circumstances that could reasonably influence their ability to act independently and in the best interests of CDDF.

All Board members of CDDF should be highly sensitive to actual, potential, or perceived conflicts of interest.

2. GENERAL DUTIES OF BOARD MEMBERS OF CDDF

Board members have the responsibility and duty to advance and act in CDDF's interest. Board members also have the general duty to ensure that CDDF complies with all legislation applicable to Belgian not-for-profit associations and with CDDF's AoA.

Board members have a duty of loyalty to CDDF, which means that they will concentrate on achieving and maintaining the best interests of CDDF. CDDF expects that Board members possess personal and professional qualities that meet the highest standards of honesty and loyalty. In their duty of loyal and careful management of CDDF, Board members should participate in Board meetings, play an active role in the Board, and make sure they are correctly informed before taking any decision. If a decision or transaction is proposed to the detriment of CDDF, a Board member shall undertake to voice his or her objections and to do his or her utmost to convince others of his or her views.

Board members also have a duty to investigate (for instance the professional standards of the subcontractor or the risk of insolvency of a co-contracting party). They are further considered to possess the knowledge, experience and skills necessary to properly perform their mandate.

Board members also have a duty of confidentiality, impeding them from using information they have obtained in the execution of their Board mandate for purposes other than the exercise of their official duties.

Each Board member is independent, behaves with integrity and commits to maintain this independence and integrity in all circumstances. The principles of integrity and independence go beyond the literal interpretation of the rules and should be interpreted in light of the intended finality of the rules.

Each Board member shall be transparent about the benefits he or she receives and/or the interests he or she has which can be considered or perceived as potentially influencing his or her independence, integrity or judgement. A Board member shall not allow personal interests or motives, prejudices, relations with stakeholders or conflicts of interest to play a part in the decision-making process of the Board of Directors of CDDF.

3. DEFINITION OF A CONFLICT OF INTEREST

For the purpose of this conflict of interest policy, a conflict of interest arises when a Board member has a direct or an indirect interest of a financial, functional or any other nature contrary to a decision to be taken by the Board or to a transaction to be decided upon by the Board.

A conflicting interest of a **financial nature** arises when CDDF takes a decision or enters into a transaction that provides a financial benefit to a Board member, either directly or indirectly.

A conflicting interest of a **functional nature** arises when CDDF takes a decision on or enters into a transaction with another organization with whom a Board member is connected as a member of its board, as an employee or through any other function in this organization.

A conflicting interest of **any other nature** comprises any set of circumstances and/or relationship that could reasonably influence the ability of a Board member to act independently or objectively in the best interests of CDDF.

A conflict of interest includes all actual, potential, and perceived conflicts of interest.

4. APPLICABLE PROCEDURE

4.1. DISCLOSURE

4.1.1 GENERAL PRINCIPLE

Each Board member must to the best of his or her knowledge disclose all conflicts of interest as soon as the Board member becomes aware of them and before any actions involving the conflict of interest are taken.

Board members shall submit a written statement disclosing all the material facts to the Director of Operations, who shall report this to the Chairperson. In case of a conflict of interest involving the Chairperson, the Director of Operations shall report to the Deputy Chairperson.

4.1.2 DISCLOSURE OF CONFLICTS OF INTEREST AT BOARD MEETINGS

At the outset of each meeting of the Board of Directors, the Chairperson shall ask the Board members to declare any conflict of interest in relation to an agenda item of the meeting of the Board of Directors.

In case one or more Board members have a conflict of interest in relation to an agenda item, the conflict of interest procedure as set out in Art. 20 of CDDF's AoA shall be complied with. This procedure is as follows:

- The conflicted Board member shall, immediately and before the Board of Directors takes a decision, notify the Chairperson and the other Board members of the agenda item the conflict relates to as well as an explanation of the nature of the conflicting interest.
- The conflicted Board member's statement and explanation of the nature of the conflicting interest are included in the minutes of the meeting of the Board of

Directors that shall take the decision. The Board of Directors is not allowed to delegate this decision.

- The conflicted Board member shall neither be entitled to participate in the deliberation on the decision or transaction giving rise to the conflict of interest nor shall be entitled to vote on the decision or transaction giving rise to the conflict of interest.
- When the majority of the Board members present or represented at a Board meeting is faced with a conflict of interest, the decision or the transaction shall be submitted to the General Assembly. If the General Assembly approves the decision or the transaction, the Board of Directors may further implement it.
- The Board of Directors shall set out in the minutes of the meeting the nature of the decision or transaction concerned and the financial and other consequences thereof for CDDF and shall justify the decision taken. This part of the minutes shall be included as a whole in a document, or, as the case may be, the annual report, that is filed together with the annual accounts.

Without prejudice to the foregoing, any transaction between CDDF and a Board member will need to be ratified by the General Assembly.

4.1.3 DISCLOSURE OF INDUSTRY AFFILIATIONS

According to Art. 20.5 of CDDF's AoA, a list of industry affiliations of each of the Board members that could potentially cause conflicts of interest shall be maintained by the Director of Operations of CDDF and reported to the Chairperson. The list of industry affiliations of the Chairperson shall be reported by the Director of Operations to the Deputy Chairperson.

It is the duty of each Board member to update this list regularly, at least every six months.

The list of industry affiliations shall be included in the 'Col Policy Declaration – Industry Affiliations' (see Annex 1).

4.1.4 DISCLOSURE OF CONFLICTS OF INTEREST IN RELATION TO WORKSHOPS (OR OTHER (COMMITTEE) MEETINGS)

If a Board member has a conflict of interest in relation to a topic discussed at a workshop (or other (committee) meeting) of CDDF, e.g. because the Board member sits on the Board of a company that is involved in a topic discussed at a workshop, then the Board member concerned shall immediately notify the CDDF Board of the conflict of interest and shall exclude him- or herself from the relevant planning and preparation of the topic and from the discussions at the workshop (or other (committee) meeting) touching this topic.

4.2. Determination of the existence of a conflict of interest

In the event that there is any discussion as to whether or not there is a conflict of interest within the meaning of this policy in relation to a Board member, the Board of Directors will make a decision on the matter at its next meeting. The Board member concerned by the conflict of interest under discussion shall not participate in the deliberations and decision-making on this question.

5. REMUNERATION OF BOARD MEMBERS

The General Assembly can decide to grant a remuneration to all or some of the Board members for the exercise of their mandate.

Genuine out of pocket and travel expenses of the Board members can be covered by CDDF if and as far as the costs have been properly incurred by the Board members in carrying out CDDF's business.

6. GIFTS AND DONATIONS

No Board member shall accept any gift, donation, loan or anything else of value from any legal entity, organizations or individual if it could be reasonably construed or perceived that the gift, donation, loan or anything else of value, is motivated by a wish to influence the Board member and CDDF.

7. COMPLIANCE WITH THIS POLICY

If the Board of Directors has a reason to believe that a Board member has failed to comply with this policy, it will investigate the circumstances.

If it is found that the Board member has failed to disclose a conflict of interest, the Board may take action against such Board member, including the proposal to the General Assembly to dismiss the Board member.

If a Board member suspects that another Board member has failed to disclose a conflict of interest, he or she shall notify the Chairperson of the Board hereof. In case the suspected conflict of interest concerns the Chairperson, the Deputy Chairperson shall be notified.

ANNEX 1. COI POLICY DECLARATION – INDUSTRY AFFILIATIONS

Section 1.1

The undersigned, ~~BOARD MEMBER NAME~~, Katrin Rupalla

Board member of CDDF,

hereby expressly declares that

- he/she has received, read and understood the Conflict of Interest Policy of CDDF;
- he/she has agreed to comply with the Conflict of Interest Policy of CDDF;
- he/she has *[please tick the relevant box]*
 - No industry affiliations to disclose that could potentially cause conflicts of interest; OR
 - Disclosed in section 1.2 the industry affiliations that could potentially cause conflicts of interest:
- He/she will update the content of Section 1.2 of this Declaration at least every six months by sending the updated Section 1.2 to the Director of Operations by email. In case no updates are required, he/she will confirm to the Director of Operations that the content of Section 1.2 is still up to date.

Section 1.2

<p>Please list any industry affiliations (not limited to pharmaceutical companies) that could potentially give rise to a conflict of interest of a financial nature as defined in the Conflict-of-Interest Policy of CDDF</p>	<p>None</p>
<p>Please list any industry affiliations (not limited to pharmaceutical companies) that could potentially give rise to a conflict of interest of a functional nature as defined in the Conflict-of-Interest Policy of CDDF</p>	<p>None</p>

<p>Please list any industry affiliations (not limited to pharmaceutical companies) that could potentially give rise to a conflict of interest of any other nature as defined in the Conflict of Interest Policy of CDDF</p>	<p>CEO of Ymmunobio AG, start up company in immune oncology</p> <p>Independent board member Ambrx Inc., biotech company developing ADCs in different therapeutic areas</p> <p>Independent board member 4D Pharma, biotech company developing life biotherapeutic products in different therapeutic areas</p>
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Done on June 5, 2022, at Riehen,

Signature: *K. Lupalla*