UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 7, 2023

Foghorn Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-39634**	**47-5271393**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

500 Technology Square, Ste 700
Cambridge, MA **02139**
(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code): (617) 586-3100

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.0001 par value per share	**FHTX**	**The Nasdaq Global Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02 Results of Operations and Financial Condition.

On March 9, 2023, Foghorn Therapeutics Inc. (the "Company") issued a press release announcing certain of the Company's financial results for the year ended December 31, 2022. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 (including Exhibit 99.1 attached hereto) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing by the Company under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 7, 2023, in connection with the effectiveness of new Securities and Exchange Commission rules regarding universal proxy cards and a periodic review of the Company's bylaws, the Company's board of directors approved and adopted amended and restated bylaws (the "Amended and Restated Bylaws"), which became immediately effective. Among other things, the amendments address matters relating to Rule 14a-19 under the Securities Exchange Act of 1934, as amended (the "Universal Proxy Rules"), including providing that stockholders delivering a notice of nomination certify to the Company in writing that they have complied with the Universal Proxy Rules requirements; providing the Company a remedy if a stockholder fails to satisfy the Universal Proxy Rules requirements; requiring that a stockholder providing notice pursuant to the Company's advance notice bylaws inform the Company if the stockholder no longer plans to solicit proxies in accordance with the Universal Proxy Rules; and requiring stockholders intending to use the Universal Proxy Rules to provide reasonable evidence of the satisfaction of the requirements under the Universal Proxy Rules prior to the applicable meeting of Company stockholders.

The above description of the Amended and Restated Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated Bylaws, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

The Company is furnishing as Exhibit 99.2 to this Current Report on Form 8-K a presentation, dated March 9, 2023, which the Company intends to use in meetings with or presentations to investors.

The information in this Item 7.01 (including Exhibit 99.2 attached hereto) is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing by the Company under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Amended and Restated Bylaws of Foghorn Therapeutics Inc., dated March 7, 2023
99.1	Press Release issued on March 9, 2023
99.2	Investor Presentation dated March 9, 2023

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOGHORN THERAPEUTICS INC.

By: /s/ Allan Reine
Allan Reine, M.D.
Chief Financial Officer

Date: March 9, 2023

FOGHORN THERAPEUTICS INC.
AMENDED AND RESTATED BYLAWS,
As amended and restated March 7, 2023

SECTION 1 - STOCKHOLDERS

Section 1.1. Annual Meeting.

An annual meeting of the stockholders of Foghorn Therapeutics Inc., a Delaware corporation (the "Corporation"), for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting shall be held at the place, if any, within or without the State of Delaware, on the date and at the time that the Board of Directors of the Corporation (the "Board of Directors") shall each year fix. Unless stated otherwise in the notice of the annual meeting of the stockholders of the Corporation, such annual meeting shall be at the principal office of the Corporation.

Section 1.2. Advance Notice of Nominations and Proposals of Business.

(a) Nominations of persons for election to the Board of Directors and proposals for other business to be transacted by the stockholders at an annual meeting of stockholders may be made (i) pursuant to the Corporation's notice with respect to such meeting (or any supplement thereto), (ii) by or at the direction of the Board of Directors or (iii) by any stockholder of record of the Corporation who (A) was a stockholder of record at the time of the giving of the notice contemplated in Section 1.2(b), (B) is entitled to vote at such meeting, (C) has complied with the notice procedures set forth in this Section 1.2, and (D) to the extent that Rule 14a-19 under the Act (as defined below) applies, has complied with Rule 14a-19 under the Act. Subject to Section 1.2(h) and except as otherwise required by law, clause (iii) of this Section 1.2(a) shall be the exclusive means for a stockholder to make nominations or propose other business (other than nominations and proposals properly brought pursuant to applicable provisions of federal law, including the Securities Exchange Act of 1934 (as amended from time to time, the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission (the "SEC") thereunder), before an annual meeting of stockholders.

(b) Except as otherwise required by law, for nominations or proposals to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of Section 1.2(a), (i) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation with the information contemplated by Section 1.2(c), including, where applicable, delivery to the Corporation of timely and completed questionnaires as contemplated by Section 1.2(c), and (ii) the business must be a proper matter for stockholder action under the General Corporation Law of the State of Delaware (the "DGCL"). The notice requirements of this Section 1.2 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement prepared by the Corporation to solicit proxies for such annual meeting.

(c) To be timely for purposes of Section 1.2(b), a stockholder's notice must be delivered to the Secretary of the Corporation at the principal executive offices of the Corporation on a date (i) not later than the close of business on the ninetieth (90^{th}) day nor earlier than the close of business on the one hundred twentieth (120^{th}) day prior to the anniversary date of the prior year's annual meeting or (ii) if there was no annual meeting in the prior year or if the date of the current year's annual meeting is more than thirty (30) days before or after the anniversary

date of the prior year's annual meeting , on or before ten (10) days after the day on which the date of the current year's annual meeting is first disclosed in a public announcement. In no event shall any adjournment or postponement of an annual meeting or the announcement thereof commence a new time period for the delivery of such notice. For the avoidance of doubt, a stockholder shall not be entitled to make additional or substitute nominations following the expiration of the time periods set forth in these bylaws. Such notice from a stockholder must state (i) as to each nominee that the stockholder proposes for election or reelection as a director, (A) all information relating to such nominee that would be required to be disclosed in solicitations of proxies for the election of such nominee as a director pursuant to Regulation 14A under the Exchange Act and such nominee's written consent to serve as a director if elected, and (B) a description of all direct and indirect compensation and other material monetary arrangements, agreements or understandings during the past three years, and any other material relationship, if any, between or concerning such stockholder, any Stockholder Associated Person (as defined below) or any of their respective affiliates or associates, on the one hand, and the proposed nominee or any of his or her affiliates or associates, on the other hand; (ii) as to each proposal that the stockholder seeks to bring before the meeting, the text of the proposal (including the text of any resolutions proposed for consideration and in the event that it includes a proposal to amend the bylaws of the Corporation, the language of the proposed amendment), a brief description of such proposal, the reasons for making the proposal at the meeting, and any direct or indirect material interest that the stockholder or any Stockholder Associated Person has in the proposal; and (iii) (A) the name and address of the stockholder giving the notice and the Stockholder Associated Persons, if any, on whose behalf the nomination or proposal is made, (B) the class (and, if applicable, series) and number of shares of capital stock of the Corporation that are, directly or indirectly, owned beneficially or of record by the stockholder or any Stockholder Associated Person, (C) any option, warrant, convertible security, stock appreciation right or similar instrument, right, agreement, arrangement or understanding with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class (or, if applicable, series) of shares of capital stock of the Corporation or with a value derived in whole or in part from the value of any class (or, if applicable, series) of shares of capital stock of the Corporation, whether or not such instrument, right, agreement, arrangement or understanding shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise, and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of capital stock of the Corporation (each, a "Derivative Instrument") directly or indirectly owned beneficially or of record by such stockholder or any Stockholder Associated Person, (D) any proxy, contract, arrangement, understanding or relationship pursuant to which such stockholder or any Stockholder Associated Person has a right to vote any securities of the Corporation, (E) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder or any Stockholder Associated Person is a general partner or beneficially owns, directly or indirectly, an interest in a general partner, (F) any performance-related fees (other than an asset-based fee) that such stockholder or any Stockholder Associated Person is entitled to based on any increase or decrease in the value of the shares of capital stock of the Corporation or Derivative Instruments, (G) any other information relating to such stockholder or any Stockholder Associated Person, if any, required to be disclosed in a proxy statement or other filing required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations of the SEC thereunder, (H) a representation that the stockholder is a holder of record of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (I) a certification as to whether or not the stockholder and all Stockholder Associated Persons have complied with all applicable federal, state and other legal requirements in connection with the stockholder's and each Stockholder Associated Person's acquisition of shares of capital stock or other securities of the Corporation and the stockholder's and each Stockholder Associated Person's acts or omissions as a stockholder (or

beneficial owner of securities) of the Corporation and (J) whether the stockholder intends to (x) deliver a proxy statement and form of proxy to holders of, in the case of a proposal, at least the percentage of the Corporation's voting shares required under applicable law to carry the proposal or, in the case of a nomination or nominations, a sufficient number of holders of the Corporation's voting shares reasonably believed by such stockholder to be sufficient to elect such nominee or nominees, (y) solicit proxies in support of director nominees other than the persons nominated by or at the direction of the Board of Directors or any committee thereof, in accordance with Rule 14a-19 under the Act or (z) otherwise solicit proxies or votes from stockholders in support of such proposal or nomination. For purposes of these bylaws, a "Stockholder Associated Person" with respect to any stockholder means (i) any "affiliate" or "associate" (as those terms are defined in Rule 12b-2 under the Exchange Act) of such stockholder, (ii) any beneficial owner of any capital stock or other securities of the Corporation owned of record or beneficially by such stockholder, (iii) any person directly or indirectly controlling, controlled by or under common control with any such Stockholder Associated Person referred to in clause (i) or (ii) above and (iv) any person acting in concert in respect of any matter involving the Corporation or its securities with either such stockholder or any beneficial owner of any capital stock or other securities of the Corporation owned of record or beneficially by such stockholder. In addition, in order for a nomination to be properly brought before an annual or special meeting by a stockholder pursuant to clause (iii) of Section 1.2(a), any nominee proposed by a stockholder shall complete a questionnaire, in a form provided by the Corporation, and deliver a signed copy of such completed questionnaire to the Corporation within ten (10) days of the date that the Corporation makes available to the stockholder seeking to make such nomination or such nominee the form of such questionnaire. The Corporation may require any proposed nominee to furnish such other information as may be reasonably requested by the Corporation to determine the eligibility of the proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of the nominee. A stockholder shall further update and supplement its notice of any nomination to be brought before a meeting, if necessary, so that the information required to be provided in such notice pursuant to this Section 1.2 shall be true and correct (i) as of the record date for the meeting and (ii) as of the date that is ten (10) business days prior to the meeting or any adjournment, recess, rescheduling or postponement thereof. Such update and supplement shall be delivered to the Secretary of the Corporation (i) not later than three (3) business days after the later of (A) the record date and (B) the date notice of the record date is first publicly announced (in the case of the update and supplement required to be made as of the record date for the meeting) and (ii) not later than seven (7) business days prior to (A) the date for the meeting, if practicable (or, if not practicable, on the first practicable date prior to the meeting), or (B) any adjournment, recess, rescheduling or postponement thereof (in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment, recess rescheduling or postponement thereof). For the avoidance of doubt, any information provided in such update or supplement shall not be deemed to cure any deficiencies in a notice previously delivered pursuant to this Section 1.2(c) and shall not extend the time for the delivery of notice pursuant to this Section 1.2(c). If a stockholder giving notice fails to provide such update or supplement within the required period, the information as to which such update or supplement relates may be deemed not to have been provided in accordance with this Section 1.2(c). The information required to be included in a notice pursuant to this Section 1.2(c) shall not include any ordinary course business activities of any broker, dealer, commercial bank, trust company or other nominee who is directed to prepare and submit the notice required by this Section 1.2(c) on behalf of a beneficial owner of the shares held of record by such broker, dealer, commercial bank, trust company or other nominee and who is not otherwise affiliated or associated with such beneficial owner.

(d) Subject to the certificate of incorporation of the Corporation (the "Certificate of Incorporation"), Section 1.2(h) and applicable law, only persons nominated in accordance with procedures stated in this Section 1.2 shall be eligible for election as and to serve

as members of the Board of Directors and the only business that shall be conducted at an annual meeting of stockholders is the business that has been brought before the meeting in accordance with the procedures set forth in this Section 1.2. The chairperson of the meeting shall have the power and the duty to determine whether a nomination or any proposal has been made according to the procedures stated in this Section 1.2 and, if any nomination or proposal does not comply with this Section 1.2, unless otherwise required by law, the nomination or proposal shall be disregarded.

(e) For purposes of this Section 1.2, "public announcement" means disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable news service or in a document publicly filed or furnished by the Corporation with or to the SEC pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(f) Notwithstanding the foregoing provisions of this Section 1.2, a stockholder shall also comply with applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to matters set forth in this Section 1.2. Nothing in this Section 1.2 shall affect any rights, if any, of stockholders to request inclusion of nominations or proposals in the Corporation's proxy statement pursuant to applicable provisions of federal law, including the Exchange Act.

(g) Notwithstanding the foregoing provisions of this Section 1.2, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business or does not provide the information required by Section 1.2(c), including any required supplement thereto, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 1.2, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(h) All provisions of this Section 1.2 are subject to, and nothing in this Section 1.2 shall in any way limit the exercise, or the method or timing of the exercise of, the rights of any person granted by the Corporation to nominate directors, which rights may be exercised without compliance with the provisions of this Section 1.2.

(i) Without limiting any other provisions and requirements of this Section 1.2, unless otherwise required by law, if (i) any stockholder provides notice pursuant to Rule 14a-19(b) under the Act (for the avoidance of doubt, such notice must be delivered within the time period provided for in Section 1.2(c) to be considered timely) and (ii) such stockholder subsequently either (A) notifies the Corporation that such stockholder no longer intends to solicit proxies in support of director nominees other than the Corporation's nominees in accordance with Rule 14a-19 under the Act or (B) fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) under the Act, then such stockholder's nominations shall be deemed null and void and the Corporation shall disregard any proxies or votes solicited for such stockholder's nominees. If any stockholder provides notice pursuant to Rule 14a-19(b) under the Act, such stockholder shall, upon request of the Corporation, deliver to the Corporation, no later than five (5) business days prior to the applicable meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3) under the Act.

Section 1.3. Special Meetings; Notice.

Special meetings of the stockholders of the Corporation may be called only to the extent and in the manner set forth in the Certificate of Incorporation. Notice of every special meeting of the stockholders of the Corporation shall state the purpose or purposes of such meeting. Except as otherwise required by law, the business conducted at a special meeting of stockholders of the Corporation shall be limited exclusively to the business set forth in the Corporation's notice of meeting, and the individual or group calling such meeting shall have exclusive authority to determine the business included in such notice.

Section 1.4. Notice of Meetings.

Notice of the place, if any, date and time of all meetings of stockholders of the Corporation, the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting) and the means of remote communications, if any, by which stockholders and proxy holders may be deemed present and vote at such meeting, and, in the case of all special meetings of stockholders, the purpose or purposes of the meeting, shall be given, not less than ten (10) nor more than sixty (60) days before the date on which such meeting is to be held (unless a different time is specified by law), to each stockholder entitled to notice of the meeting.

The Corporation may postpone or cancel any previously called annual or special meeting of stockholders of the Corporation by making a public announcement (as defined in Section 1.2(e)) of such postponement or cancellation prior to the meeting. When a previously called annual or special meeting is postponed to another time, date or place, if any, notice of the place (if any), date and time of the postponed meeting, the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting) and the means of remote communications, if any, by which stockholders and proxy holders may be deemed present and vote at such postponed meeting, shall be given in conformity with this Section 1.4 unless such meeting is postponed to a date that is not more than sixty (60) days after the date that the initial notice of the meeting was provided in conformity with this Section 1.4.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place, if any, thereof and the means of remote communication, if any, by which stockholders and proxy holders may be deemed to be present and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting, or if after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting the Board of Directors shall fix a new record date for notice of such adjourned meeting in conformity herewith and such notice shall be given to each stockholder of record entitled to vote at such adjourned meeting as of the record date for notice of such adjourned meeting. At any adjourned meeting, any business may be transacted that may have been transacted at the original meeting.

Section 1.5. Quorum.

At any meeting of the stockholders, the holders of shares of capital stock of the Corporation entitled to cast a majority of the total votes entitled to be cast by the holders of all outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, present in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number is required by applicable law or the Certificate of Incorporation. If a separate vote by one or more classes or series is required, the holders of shares entitled to cast a majority of the total votes entitled to be cast by the holders of the shares of the class or classes or series, present in person or represented by proxy, shall

constitute a quorum entitled to take action with respect to that vote on that matter. A quorum, once established, shall not be deemed to cease to exist due to the subsequent withdrawal prior to the closing of the meeting of the Corporation's voting shares that would result in less than a quorum remaining present in person or by proxy at such meeting. For the purposes of the immediately preceding sentence, an adjournment of a meeting shall not constitute the closing of such meeting.

If a quorum shall fail to attend any meeting, the chairperson of the meeting may adjourn the meeting to another place, if any, date and time. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the meeting originally called.

Section 1.6. Organization.

The Chairperson of the Board of Directors or, in his or her absence, the person whom the Board of Directors designates or, in the absence of that person or the failure of the Board of Directors to designate a person, the Chief Executive Officer of the Corporation or, in his or her absence, the person chosen by the holders of a majority of the shares of capital stock entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders of the Corporation and act as chairperson of the meeting. In the absence of the Secretary or any Assistant Secretary of the Corporation, the secretary of the meeting shall be the person the chairperson appoints.

Section 1.7. Conduct of Business.

The chairperson of any meeting of stockholders of the Corporation shall determine the order of business and the rules of procedure for the conduct of such meeting, including the manner of voting and the conduct of discussion as he or she determines to be in order. The chairperson shall have the power to adjourn the meeting to another place, if any, date and time. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at the meeting shall be announced at the meeting. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the chairperson of the meeting shall have the right and authority to convene and (for any or no reason) to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairperson of the meeting, may include the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders entitled to vote at the meeting, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The chairperson of the meeting of stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a nomination or matter of business was not properly brought before the meeting and if such chairperson should so determine, such chairperson shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the chairperson of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 1.8. Proxies; Inspectors.

(a) At any meeting of the stockholders, every stockholder entitled to vote may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by applicable law, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for exclusive use by the Corporation.

(b) Prior to a meeting of the stockholders of the Corporation, the Corporation shall appoint one or more inspectors, who may be employees of the Corporation, to act at a meeting of stockholders of the Corporation and make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting may, and to the extent required by applicable law, shall, appoint one or more inspectors to act at the meeting. Each inspector, before beginning the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of inspectors. The inspectors shall have the duties prescribed by applicable law. Unless otherwise provided by the Board of Directors, the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting. No ballot, proxies, votes or any revocation thereof or change thereto shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery of the State of Delaware, upon application by a stockholder, shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as an inspector at such election.

Section 1.9. Voting.

Except as otherwise required by the rules or regulations of any stock exchange applicable to the Corporation, any law or regulation applicable to the Corporation or by the Certificate of Incorporation, (i) all matters other than the election of directors shall be determined by a majority of the votes cast on the matter affirmatively or negatively and (ii) a nominee for director shall be elected to the Board of Directors if the votes properly cast "for" such nominee's election exceed the votes properly cast "against" such nominee's election (with "abstentions" and "broker non-votes" not counted as votes cast either "for" or "against" any director's election); provided that if, as of a date that is fourteen (14) days in advance of the date the Corporation files its definitive proxy statement with the SEC (regardless of whether or not thereafter revised or supplemented) with respect to any meeting, the number of persons properly nominated for election to the Board of Directors at such meeting, including in accordance with the notice and other provisions of Section 1.2 where applicable, (A) by or at the direction of the Board of Directors or a committee appointed by the Board of Directors and (B) by any stockholders of the Corporation entitled to vote for the election of directors at the meeting exceeds the number of directors to be elected at such meeting, then the election of such directors shall be determined by a plurality of the votes cast.

Section 1.10. Stock List.

A complete list of stockholders of the Corporation entitled to vote at any meeting of stockholders of the Corporation, arranged in alphabetical order for each class of stock and

showing the address of each such stockholder and the number of shares registered in the name of such stockholder, shall be open to the examination of any such stockholder, for any purpose germane to a meeting of the stockholders of the Corporation, for a period of at least ten (10) days before the meeting (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting or (ii) during ordinary business hours at the principal place of business of the Corporation; provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the meeting date, the list shall reflect the stockholders entitled to vote as of the tenth (10^{th}) day before such meeting date. The stock list shall also be open to the examination of any such stockholder during the entire meeting in the manner required by the DGCL. The Corporation may look to this list as the sole evidence of the identity of the stockholders entitled to vote at a meeting and the number of shares held by each stockholder.

SECTION 2 - BOARD OF DIRECTORS

Section 1.1. General Powers and Qualifications of Directors.

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authorities that these bylaws expressly confer upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the DGCL, the Certificate of Incorporation or these bylaws required to be exercised or done by the stockholders. Directors need not be stockholders of the Corporation to be qualified for election or service as a director of the Corporation.

Section 1.2. Removal; Resignation.

The directors of the Corporation may be removed in accordance with the Certificate of Incorporation and the DGCL. Any director may resign at any time upon notice given in writing, including by electronic transmission, to the Corporation.

Section 1.3. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the place, if any, on the date and at the time as shall have been established by the Board of Directors and publicized among all directors. A notice of a regular meeting, the date of which has been so publicized, shall not be required.

Section 1.4. Special Meetings.

Special meetings of the Board of Directors may be called by (i) the Chairperson of the Board of Directors, (ii) the Chief Executive Officer of the Corporation or (iii) two or more directors then in office, and shall be held at the place, if any, on the date and at the time as he, she or they shall fix. Notice of the place, if any, date and time of each special meeting shall be given to each director either (i) by mailing written notice thereof not less than five days before the meeting, or (ii) by telephone, facsimile or electronic transmission providing notice thereof not less than twenty-four hours before the meeting. Any and all business may be transacted at a special meeting of the Board of Directors.

Section 1.5. Quorum.

At any meeting of the Board of Directors, a majority of the total number of directors then in office shall constitute a quorum for all purposes. If a quorum shall fail to attend any meeting,

a majority of those present may adjourn the meeting to another place, if any, date or time, without further notice or waiver thereof.

Section 1.6. Participation in Meetings by Conference Telephone or Other Communications Equipment.

Members of the Board of Directors, or of any committee thereof, may participate in a meeting of the Board of Directors or committee thereof by means of conference telephone or other communications equipment by means of which all directors participating in the meeting can hear each other director, and such participation shall constitute presence in person at the meeting.

Section 1.7. Conduct of Business.

At any meeting of the Board of Directors, business shall be transacted in the order and manner that the Board of Directors may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, provided a quorum is present at the time such matter is acted upon, except as otherwise provided in the Certificate of Incorporation or these bylaws or required by applicable law. The Board of Directors or any committee thereof may take action without a meeting if all members thereof consent thereto in writing, including by electronic transmission, and the writing or writings, or electronic transmission or electronic transmissions, are filed with the minutes of proceedings of the Board of Directors or any committee thereof. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 1.8. Compensation of Directors.

The Board of Directors shall be authorized to fix the compensation of directors. The directors of the Corporation shall be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be reimbursed a fixed sum for attendance at each meeting of the Board of Directors, paid an annual retainer or paid other compensation, including equity compensation, as the Board of Directors determines. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of committees shall have their expenses, if any, of attendance of each meeting of such committee reimbursed and may be paid compensation for attending committee meetings or being a member of a committee.

SECTION 3 - COMMITTEES

The Board of Directors may designate committees of the Board of Directors, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board of Directors and shall, for those committees, appoint a director or directors to serve as the member or members, designating, if it desires, other directors as alternate members who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of any member of any committee and any alternate member in his or her place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member, provided that such other member satisfied all applicable criteria for membership on such committee. All provisions of this Section 3 are subject to, and nothing in this Section 3 shall in any way limit the exercise, or method or timing of the exercise of, the rights of any person granted by the Corporation with respect to the existence, duties, composition or conduct of any committee of the Board of Directors.

SECTION 4 - OFFICERS

Section 1.1. Generally.

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Treasurer, a Secretary and other officers as may from time to time be appointed by the Board of Directors. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Any number of offices may be held by the same person. The salaries of officers appointed by the Board of Directors shall be fixed from time to time by the Board of Directors or a committee thereof or by the officers as may be designated by resolution of the Board of Directors.

Section 1.2. President.

Unless otherwise determined by the Board of Directors, the President shall be the Chief Executive Officer of the Corporation. Subject to the provisions of these bylaws and to the direction of the Board of Directors, he or she shall have the responsibility for the general management and control of the business and affairs of the Corporation and shall perform all duties and have all powers that are commonly incident to the office of chief executive or which are delegated to him or her by the Board of Directors. He or she shall have the power to sign all stock certificates, contracts and other instruments of the Corporation that are authorized and shall have general supervision and direction of all of the other officers, employees and agents of the Corporation.

Section 1.3. Vice Presidents.

Each Vice President shall have the powers and duties delegated to him or her by the Board of Directors or the President. One Vice President may be designated by the Board of Directors to perform the duties and exercise the powers of the President in the event of the President's absence or disability.

Section 1.4. Treasurer.

The Treasurer shall have the responsibility for maintaining the financial records of the Corporation. He or she shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account to the Board of Directors of all such transactions and of the financial condition of the Corporation. The Treasurer shall also perform other duties as the Board of Directors may from time to time prescribe.

Section 1.5. Secretary.

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the stockholders and the Board of Directors. He or she shall have charge of the corporate books and shall perform other duties as the Board of Directors may from time to time prescribe.

Section 1.6. Delegation of Authority.

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

Section 1.7. Removal.

The Board of Directors may remove any officer of the Corporation at any time, with or without cause, without prejudice to the rights, if any, of such officer under any contract to which it is a party. Any officer may resign at any time upon written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract to which such officer is a party. If any vacancy occurs in any office of the Corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the unexpired term and until a successor shall have been duly chosen and qualified.

Section 1.8. Action with Respect to Securities of Other Companies.

Unless otherwise directed by the Board of Directors, the President, or any officer of the Corporation authorized by the President, shall have power to vote and otherwise act on behalf of the Corporation, in person or by proxy, at any meeting of stockholders or equityholders of, or with respect to any action of, stockholders or equityholders of any other entity in which the Corporation may hold securities and otherwise to exercise any and all rights and powers which the Corporation may possess by reason of its ownership of securities in such other entity.

SECTION 5 - STOCK

Section 1.1. Certificates of Stock.

Shares of the capital stock of the Corporation may be certificated or uncertificated, as provided in the DGCL. Stock certificates shall be signed by, or in the name of the Corporation by any two authorized officers of the Corporation, certifying the number of shares owned by such stockholder. Any signatures on a certificate may be by facsimile. Although any officer, transfer agent or registrar whose manual or facsimile signature is affixed to such a certificate ceases to be such officer, transfer agent or registrar before such certificate has been issued, it may nevertheless be issued by the Corporation with the same effect as if such officer, transfer agent or registrar were still such at the date of its issue.

Section 1.2. Transfers of Stock.

Transfers of stock shall be made only upon the transfer books of the Corporation kept at an office of the Corporation (within or without the State of Delaware) or by transfer agents designated to transfer shares of the stock of the Corporation.

Section 1.3. Lost, Stolen or Destroyed Certificates.

In the event of the loss, theft or destruction of any certificate of stock, another may be issued in its place pursuant to regulations as the Board of Directors may establish concerning proof of the loss, theft or destruction and concerning the giving of a satisfactory bond or indemnity.

Section 1.4. Regulations.

The issue, transfer, conversion and registration of certificates of stock of the Corporation shall be governed by other regulations as the Board of Directors may establish.

Section 1.5. Record Date.

(a) In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall, unless otherwise

required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day preceding the day on which notice is given, or, if notice is waived, at the close of business on the day preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

(b) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which shall not be more than sixty (60) days prior to such other action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

SECTION 6 - NOTICES

Section 1.1. Notices.

Except as otherwise provided herein or permitted by applicable law, notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the Corporation. If mailed, notice to a stockholder of the Corporation shall be deemed given when deposited in the mail, postage prepaid, directed to a stockholder at such stockholder's address as it appears on the records of the Corporation. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders of the Corporation may be given by electronic transmission in the manner provided in Section 232 of the DGCL.

Section 1.2. Waivers.

A written waiver of any notice, signed by a stockholder or director, or a waiver by electronic transmission by such person or entity, whether given before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such person or entity. Neither the business nor the purpose of any meeting need be specified in the waiver. Attendance at any meeting shall constitute waiver of notice except attendance for the sole purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7 - MISCELLANEOUS

Section 1.1. Corporate Seal.

The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the

Board of Directors, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

Section 1.2. Reliance upon Books, Reports, and Records.

Each director and each member of any committee designated by the Board of Directors shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books and records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers, agents or employees, or committees of the Board of Directors so designated, or by any other person or entity as to matters which such director or committee member reasonably believes are within such other person's or entity's professional or expert competence and that has been selected with reasonable care by or on behalf of the Corporation.

Section 1.3. Fiscal Year.

The fiscal year of the Corporation shall be as fixed by the Board of Directors.

Section 1.4. Time Periods.

In applying any provision of these bylaws that requires that an act be done or not be done a specified number of days before an event or that an act be done during a specified number of days before an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

SECTION 8 - AMENDMENTS

These bylaws may be altered, amended or repealed in accordance with the Certificate of Incorporation and the DGCL.

SECTION 9 - SEVERABILITY

If any provision or provisions of these bylaws shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever: (i) the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of these bylaws (including each portion of any paragraph of these bylaws containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby and (ii) to the fullest extent possible, the provisions of these bylaws (including each such portion of any paragraph of these bylaws containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to permit the Corporation to protect its directors, officers, employees and agents from personal liability in respect of their good faith service to or for the benefit of the Corporation to the fullest extent permitted by law.

Foghorn Therapeutics Provides 2023 Outlook and Full Year 2022 Corporate Update

- Phase 1 dose escalation study of FHD-286, a BRG1/BRM inhibitor, in metastatic uveal melanoma continues to progress with initial safety and efficacy data expected in the first half of 2023

- Phase 1 dose escalation study of FHD-609, a selective degrader of BRD9, in synovial sarcoma continues to progress with initial safety and efficacy data expected mid-2023

- Advancing preclinical pipeline targeting key regulators of gene expression, including newly disclosed EP300 program, and selective BRM, ARID1B, CBP and other undisclosed programs, setting up the potential for six INDs over the next four years

- Cash, cash equivalents and marketable securities of $345.8 million, as of December 31, 2022, provide cash runway into the second half of 2025

CAMBRIDGE, Mass.--(GLOBE NEWSWIRE)--March 9, 2023--Foghorn® Therapeutics Inc. (Nasdaq: FHTX), a clinical-stage biotechnology company pioneering a new class of medicines that treat serious diseases by correcting abnormal gene expression, today provided a corporate update including the Company's 2023 strategic priorities and 2022 key achievements in conjunction with its 10-K filing for the year ending December 31, 2022. With an initial focus in oncology, Foghorn's Gene Traffic Control® Platform and resulting broad pipeline has the potential to transform the lives of people suffering from a wide spectrum of diseases.

"2022 was a productive year for Foghorn as we made significant progress advancing our robust preclinical and clinical pipeline," said Adrian Gottschalk, President and Chief Executive Officer of Foghorn. "Specifically, we advanced more than 15 programs, which include selective inhibitors and degraders for some of the most challenging targets in oncology – BRM, CBP, EP300 and ARID1B. This year, we expect Phase 1 clinical data for our BRG1/BRM inhibitor FHD-286 in metastatic uveal melanoma in the first half of 2023 and aim to provide clarity on the path forward for FHD-286 in AML/MDS. We also expect to share clinical data for our BRD9 degrader FHD-609 mid-year. Our cash position remains strong and supports our R&D investments as we continue to advance our pipeline through late 2025."

2023 Outlook and Key Milestones

- **FHD-286**. FHD-286 is a potent, selective inhibitor of the BRG1 and BRM subunits of the BAF chromatin remodeling complex, where dependency on BRG1/BRM is well-established pre-clinically with multiple tumor types, including uveal melanoma, acute myelogenous leukemia (AML) / myelodysplastic syndrome (MDS), non-small cell lung cancer (NSCLC) and prostate cancer.
    - **mUM Update**. Phase 1 dose escalation of FHD-286 in metastatic uveal melanoma (mUM) continues to enroll patients per protocol. Initial Phase 1 safety and efficacy data are expected in the first half of 2023.
    - **AML/MDS Update.** In August 2022, the U.S. Food and Drug Administration (FDA) placed a full clinical hold on the Phase 1 dose escalation study of FHD-286 in relapsed and/or refractory AML and MDS. The Company anticipates providing clarity on the development path for FHD-286 in AML/MDS in the first half of 2023.

- **FHD-609 Update**. FHD-609 is a potent and selective heterobifunctional protein degrader of BRD9, which is a component of the BAF chromatin remodeling complex and a protein synovial sarcoma cells rely on for survival. Patient enrollment is continuing in the Phase 1 dose escalation clinical study of FHD-609 in synovial sarcoma and SMARCB1-loss tumors, with initial safety and efficacy data expected in mid-2023.
- **Newly Disclosed Selective EP300 Degrader**. Foghorn disclosed a selective EP300 degrader targeting CBP mutant cancers and subsets of EP300 dependent malignancies. The Selective EP300 program has potential in various cancers which include bladder, NSCLC and various lymphomas and leukemias, and could provide a new therapeutic option for more than 100,000 people a year.

- **Differentiated Pipeline Advancement**. Foghorn continues to expand its platform and pipeline. The Company has the potential for six new molecular investigational new drug (IND) applications in the next four years. The Company continues to progress programs for multiple targets which include chromatin remodeling complexes, transcription factors, helicases and other chromatin related factors. These targets include Selective BRM, CBP, EP300 and ARID1B as well as other undisclosed targets, which combined could address more than 20 tumor types impacting more than 500,000 new people annually.

- **Strategic Collaborations**. Foghorn expects continued progress across its strategic collaborations with two leading pharmaceutical companies.

    - In December 2021, Foghorn entered into a strategic collaboration with Loxo Oncology, and in 2023 the Company anticipates continued progress across the collaboration, including the co-development and co-commercialization agreement on the selective BRM program, an additional undisclosed oncology target and three additional discovery programs.
    - In July 2020, Foghorn entered into a strategic collaboration with Merck. In 2023, Foghorn will continue to leverage its Gene Traffic Control platform to discover and develop novel therapeutics based on disruptors of an undisclosed transcription factor target.

- **Strong Balance Sheet and Cash Runway**. As of December 31, 2022, the Company had $345.8 million in cash, cash equivalents and marketable securities, providing cash runway into the second half of 2025.

2022 Key Achievements

- **Selective CBP Program Announced**. In October 2022, Foghorn disclosed a selective CBP degrader targeting EP300 mutant cancers. The Selective CBP program is aimed at degrading the CREB binding protein and has therapeutic potential in subsets of several cancers including bladder, colorectal, breast, gastric and lung. Using selective CBP degraders, the program aims to exploit the synthetic lethal relationship it shares with its paralog EP300 to identify and treat those patients with EP300 mutated cancers. If successful, the Selective CBP program has the potential to address more than 100,000 people per year across many cancer types.

- **Advanced Top Synthetic Lethal Relationship Targets**. BRM and ARID1B represent two of the top synthetic lethal targets in cancer, where the mutation occurs in BRG1 and ARID1A paralogues, respectively. We continued to make progress on

our BRM selective program with with Loxo Oncology. Additionally, we continued to advance our ARID1B program with validated selective chemical matter.

- **Merck Collaboration Progress**. In July 2022, a research milestone on the transcription factor target was achieved under the Merck collaboration triggering a $5 million milestone payment to Foghorn.

- **Key Leadership Updates**. In 2022, Foghorn announced Steven Bellon, Ph.D., former Senior Vice President of Drug Discovery, was promoted to Chief Scientific Officer. Dr. Bellon joined Foghorn Therapeutics in 2016 as head of drug discovery, bringing more than 20 years of drug discovery experience from multiple drug classes. During his tenure at Foghorn, Dr. Bellon has been instrumental in building Foghorn's Gene Traffic Control® platform and advancing the Company's broad therapeutic pipeline of more than 15 programs including protein degraders, enzymatic inhibitors and transcription factor disruptors.

- **Board of Directors Updates**. During 2022, Foghorn announced the election of B. Lynne Parshall, Esq., and Thomas J. Lynch Jr., M.D., to its Board of Directors. Ms. Parshall brings nearly three decades of experience in finance and operations in the biotechnology industry and served as the Senior Strategic Advisor for Ionis Pharmaceuticals. Dr. Lynch is currently the president and director of Fred Hutchinson Cancer Center, where he holds the Raisbeck Endowed Chair and sets the strategic direction of the center, oversees center-wide initiatives and represents the center's interests to major partners and governmental bodies.

Full Year 2022 Financial Highlights

- **Collaboration Revenues**. Collaboration revenues were $19.2 million for the year ended December 31, 2022, compared to $1.3 million for the year ended December 31, 2021. The increase year-over-year was primarily driven by revenue recognized under the Lilly collaboration agreement, which was executed in December 2021.

- **Research and Development Expenses**. Research and development expenses were $105.6 million for the year ended December 31, 2022, compared to $80.3 million for the year ended December 31, 2021. This increase was primarily due to costs associated with continued investment in R&D personnel and the Phase 1 studies for both FHD-286 and FHD-609, which were initiated in 2021.

- **General and Administrative Expenses**. General and administrative expenses were $30.7 million for the year ended December 31, 2022, compared to $21.7 million for the year ended December 31, 2021. This increase was primarily due to an increase in investments to support the growing business which included increases in personnel-related costs and stock-based compensation expense.

- **Net Loss**. Net loss was $108.9 million for the year ended December 31, 2022, compared to a net loss of $101.3 million for the year ended December 31, 2021.

- **Cash, cash equivalents and marketable securities**. As of December 31, 2022, the Company had $345.8 million in cash, cash equivalents and marketable securities, providing cash runway into the second half of 2025.

About FHD-286

FHD-286 is a highly potent, selective, allosteric and orally available, small-molecule, enzymatic inhibitor of BRG1 and BRM, two highly similar proteins that are the ATPases, or the catalytic engines across all forms of the BAF complex, one of the key regulators of the chromatin regulatory system. In preclinical studies, FHD-286 has shown anti-tumor activity across a broad range of malignancies including both hematologic and solid tumors. To learn more about these studies, please visit ClinicalTrials.gov. (Link here for metastatic uveal melanoma and here for AML and MDS).

About Uveal Melanoma

Uveal (intraocular) melanoma (UM) is a rare eye cancer that forms from cells that make melanin in the iris, ciliary body and choroid. It is the most common eye cancer in adults. It is diagnosed in about 2,000 adults every year in the United States and occurs most often in lightly pigmented individuals with a median age of 55 years. However, it can occur in all races and at any age. UM metastasizes in approximately 50% of cases, leading to very poor prognosis.

About AML

Adult acute myeloid leukemia (AML) is a cancer of the blood and bone marrow and the most common type of acute leukemia in adults. AML is a diverse disease associated with multiple genetic mutations. It is diagnosed in about 20,000 people every year in the United States.

About FHD-609

FHD-609 is a potent, selective, intravenously administered protein degrader of BRD9, a component of the ncBAF complex. Preclinical studies have demonstrated tumor growth inhibition in synovial sarcoma and SMARCB1-loss tumors, cancers genetically dependent on BRD9. To learn more about this study, please visit ClinicalTrials.gov.

About Synovial Sarcoma

Synovial sarcoma is a rare, often aggressive soft tissue sarcoma that originates from different types of soft tissue, including muscle or ligaments. Synovial sarcoma can occur at any age but is most common among adolescents and young adults. It represents around 5-10% of all soft tissue sarcomas, with ~800 new cases each year in the United States. Surgery remains the most effective treatment for synovial sarcoma, and there are limited therapeutic treatment options.

About Foghorn Therapeutics

Foghorn® Therapeutics Inc. is discovering and developing a novel class of medicines targeting genetically determined dependencies within the chromatin regulatory system. Through its proprietary scalable Gene Traffic Control® platform, Foghorn is systematically studying, identifying and validating potential drug targets within the chromatin regulatory system. The Company is developing multiple product candidates in oncology. Visit our website at www.foghorntx.com for more information on the company, and follow us on Twitter and LinkedIn.

Forward-Looking Statements

This press release contains “forward-looking statements” regarding the Company’s clinical programs for FHD-286 and FHD-609, including its efforts to resolve the full clinical hold relating to FHD-286 in AML and MDS, the anticipated timing of release of clinical data, its collaborations with Lilly and Merck and its research pipeline, including the filing of INDs and its

protein degrader efforts. Forward-looking statements include statements regarding the Company's clinical trials, product candidates and research efforts and other statements identified by words such as "could," "may," "might," "will," "likely," "anticipates," "intends," "plans," "seeks," "believes," "estimates," "expects," "continues," "projects" and similar references to future periods. Forward-looking statements are based on our current expectations and assumptions regarding capital market conditions, our business, the economy and other future conditions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results may differ materially from those contemplated by the forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include regional, national or global political, economic, business, competitive, market and regulatory conditions, including risks relating to our clinical trials and other factors set forth under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 and subsequent Quarterly Reports on Form 10-Q, as filed with the Securities and Exchange Commission. Any forward-looking statement made in this press release speaks only as of the date on which it is made.

Condensed Consolidated Balance Sheets
(In thousands)

	Dec. 31, 2022	Dec. 31, 2021
Cash, cash equivalents and marketable securities	$ 345,798	$ 154,289
Collaboration receivable	—	300,000
All other assets	59,085	65,485
Total assets	**$ 404,883**	**$ 519,774**
Deferred revenue, total	$ 336,820	$ 351,047
All other liabilities	67,951	71,856
Total liabilities	**404,771**	**422,903**
Total stockholders' equity	**112**	**96,871**
Total liabilities and stockholders' equity	**$ 404,883**	**$ 519,774**

Condensed Consolidated Statements of Operations
(In thousands, except share and per share amounts)

	Twelve Months Ended December 31,	
	2022	2021
Collaboration revenue	$ 19,228	$ 1,319
Operating expenses:		
Research and development	105,618	80,325
General and administrative	30,747	21,728
Total operating expenses	**136,365**	**102,053**
Loss from operations	**(117,137)**	**(100,734)**
Total other income, net	**8,255**	**(586)**
Net loss	**$ (108,882)**	**$ (101,320)**
Net loss per share attributable to common stockholders—basic and diluted	$ (2.62)	$ (2.73)
Weighted average common shares outstanding—basic and diluted	**41,591,433**	**37,171,147**

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Exhibit 99.2

FOGHORN® THERAPEUTICS

CORPORATE OVERVIEW

Leveraging unique insights into the chromatin regulatory system to pioneer a new class of precision therapies in oncology and beyond

March 9, 2023

FORWARD LOOKING STATEMENTS

This presentation contains forward-looking statements. All statements other than statements of historical facts contained in this presentation are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “could,” “may,” “might,” “will,” “likely,” “anticipates,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects,” “continues,” “projects” or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements include, but are not limited to, statements concerning: the potential outcomes from our collaboration agreements with Lilly and Merck; the initiation, timing, progress and results of our research and development programs and preclinical and clinical trials, including the potential resolution of the full clinical hold and anticipated timing of release of clinical data; our ability to advance product candidates that we may develop and to successfully complete preclinical and clinical studies; our ability to leverage our initial programs to develop additional product candidates using our Gene Traffic Control Platform; the impact of the COVID-19 pandemic and other exogeneous factors on our and our collaborators’ business operations, including our research and development programs and preclinical studies; developments related to our competitors and our industry; our ability to expand the target populations of our programs and the availability of patients for clinical testing; our ability to obtain regulatory approval for FHD-286, FHD-609 and any future product candidates from the FDA and other regulatory authorities; our ability to identify and enter into future license agreements and collaborations; our ability to continue to rely on our CDMOs and CROs for our manufacturing and research needs; regulatory developments in the United States and foreign countries; our ability to attract and retain key scientific and management personnel; the scope of protection we are able to establish, maintain and enforce for intellectual property rights covering FHD-286 and FHD-609, our future products and our Gene Traffic Control Platform; and our use of proceeds from capital-raising transactions, estimates of our expenses, capital requirements and needs for additional financing. Any forward-looking statements represent the Company’s views only as of today and should not be relied upon as representing its views as of any subsequent date. The Company explicitly disclaims any obligation to update any forward-looking statements. The Company’s business is subject to substantial risks and uncertainties.

FIRST-IN-CLASS PRECISION MEDICINES TARGETING MAJOR UNMET NEEDS IN CANCER

LEADER IN NEW AREA OF CANCER BIOLOGY

Foghorn is a **leader in targeting chromatin biology,** which has unique potential to address underlying dependencies of many genetically defined cancers

Broad pipeline of **over 15 programs** across a range of targets and modalities

LARGE MARKET POTENTIAL

Chromatin biology is implicated in up to **50% of tumors**, potentially impacting **~2.5 million patients**

Foghorn's current pipeline potentially addresses **more than 500,000** of these patients

WELL-FUNDED

$345.8 million in cash and equivalents

(as of 12/31/2022)

Provides **runway into H2'25**

SIGNIFICANT VALUE DRIVERS IN 2023

Initial clinical data in uveal melanoma with **FHD-286** expected **H1'23**

Initial clinical data in synovial sarcoma with **FHD-609** expected **mid-2023**

AML/MDS study with FHD-286 on full clinical hold, development **clarity anticipated in H1'23**

COLLABORATIONS WITH MAJOR ONCOLOGY PLAYERS

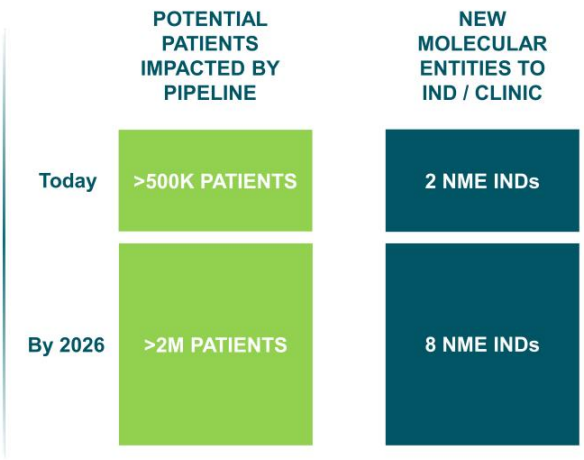
Strategic collaboration with Loxo Oncology at Lilly; **$380 million upfront;** 50/50 U.S. economic split on two lead programs

Merck collaboration to drug single specified transcription factor target; **$15 million upfront** and up to **$410 million** in milestones

FOGHORN: SIGNIFICANT VALUE CREATION OPPORTUNITIES

Potential Impact in >500K Patients Across More Than 20 Tumor Types with 6 Potential New INDs by 2026

- Validated platform with first-in-class targets in the clinic (FHD-286 and FHD-609), with Phase 1 dose escalation data expected in H1 2023 for FHD-286 and mid-2023 for FHD-609
- At least **6** additional potential NME **INDs** by 2026
- **>20** genetically defined tumor types in **over 500K** patients – includes lung, prostate, bladder, ovarian, colorectal, breast
- Opportunity for additional partnerships



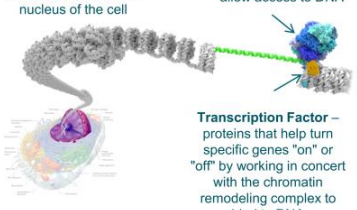
UNIQUE INSIGHTS INTO CHROMATIN BIOLOGY

Untapped Area for Novel Targets and Therapeutics

CHROMATIN REGULATORY SYSTEM CRITICAL FOR GENE EXPRESSION

Chromatin – compacted form of DNA inside the nucleus of the cell

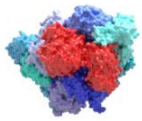
Chromatin Remodeling Complex – specialized multiprotein machineries that allow access to DNA



Transcription Factor – proteins that help turn specific genes "on" or "off" by working in concert with the chromatin remodeling complex to bind to DNA

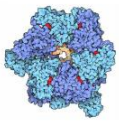
NOVEL TARGETS GUIDED BY GENETIC DEPENDENCIES

Chromatin Remodeling Complex Mutations / Overexpression



Transcription Factor Mutations / Overexpression

Helicases & Other Chromatin Binding Proteins involved in gene expression / function



TAILORED DRUGGING APPROACHES

Enzymatic Inhibitors
Highly selective and allosteric small molecule inhibitors

Targeted Protein Degradation
Molecular glue and bi-functional protein degraders

Transcription Factor Disruptors
Disrupt interactions between chromatin remodeling complexes and transcription factors

FOGHORN'S VALIDATED GENE TRAFFIC CONTROL® PLATFORM

Integrated, Scalable, Efficient – Repeatable Paradigm

UNIQUE TARGETS

Deep Mechanistic Understanding of the Chromatin Regulatory System

What to Drug:

Identify disease dependencies

SPECIALIZED APPROACH

Biochemistry, Biophysics and Assays of Large Complexes and Proteins

Where to Drug:

Engineer selectivity via unique assays and protein capabilities

SELECTIVE THERAPEUTICS

Small Molecule and Degrader Platform

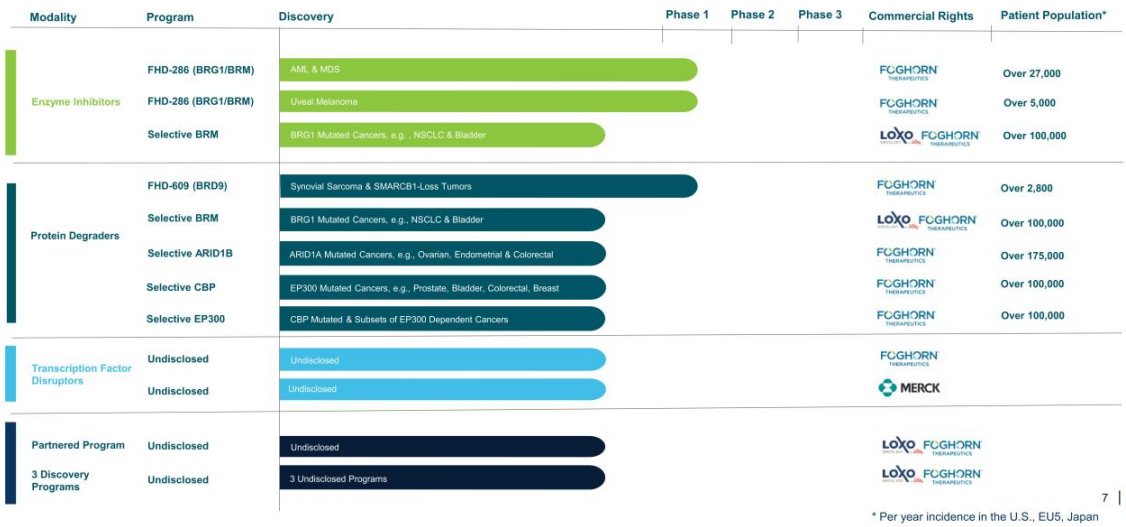
How to Drug:

Biology first - small molecule modality agnostic

Enzymatic Inhibitors	Targeted Protein Degraders	Transcription Factor Disruptors

BROAD PIPELINE ACROSS A RANGE OF TARGETS AND MODALITIES

Precision Oncology / Breadth and Depth / Over 15 Programs



* Per year incidence in the U.S., EU5, Japan

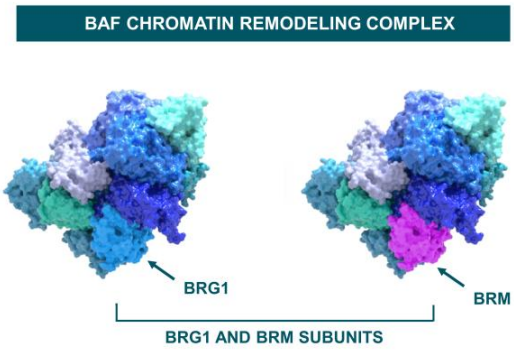
FOGHORN THERAPEUTICS

Inhibition of the BRG1 and BRM Subunits of the BAF Complex

IN PHASE 1 DOSE ESCALATION FOR METASTATIC UVEAL MELANOMA & AML/MDS

FHD-286 is a Potent, Selective, Allosteric, Small Molecule Inhibitor of the BRG1 and BRM Subunits of the BAF Complex

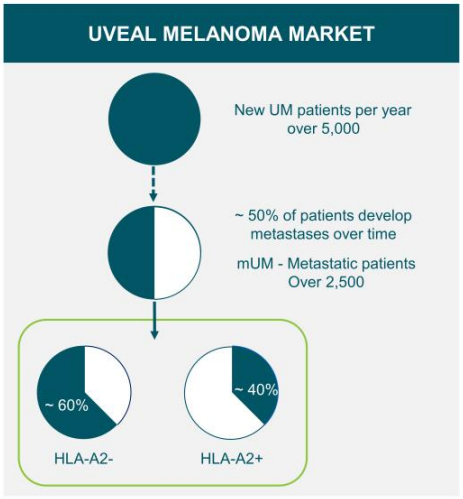
TARGETING BAF DEPENDENCY IN CANCER



- BRM / BRG1 is the engine (ATPase) of the BAF chromatin remodeling complex
- Dependency on BRM / BRG1 is **well-established with multiple tumor types,** including uveal melanoma, AML / MDS, NSCLC and prostate
- Foghorn's lead asset targeting BRM / BRG1, **FHD-286, is a potent, selective, allosteric, small molecule inhibitor of the BRG1 and BRM subunits** of the BAF complex
- In Phase 1 dose escalation for uveal melanoma & AML / MDS

SIGNIFICANT UNMET NEED IN UVEAL MELANOMA

Most Common Form of Eye Cancer



UVEAL MELANOMA OVERVIEW

Market Opportunity:

- Over 2,500 new metastatic UM patients impacted per year in the U.S. / over 5,000 U.S. and E.U.
- Potential additional opportunity in the adjuvant and neo-adjuvant settings

Limited Treatment Options:

- Treatment options include enucleation, checkpoint inhibitors, KIMMTRAK and chemotherapy/radiation
- KIMMTRAK is indicated for HLA-A2+ haplotype (~40% of the metastatic patient population)

FHD-286 FOR METASTATIC UVEAL MELANOMA

Clinical Development Plan

PHASE 1 DOSE ESCALATION STUDY

- 3+3 cohort design
- Retrospective biomarker analysis to further evaluate safety and efficacy
- Assess safety, PK, biomarkers and therapeutic activity
- Identify dose(s) for expansion

PHASE 1 EXPANSION STUDIES

- Evaluate identified dose(s)
- Consider refined patient population, if necessary
- Consider exploration of combination partners
- Assess safety, PK, biomarkers and therapeutic activity

POTENTIAL DEFINITIVE EFFICACY TRIALS & INDICATION EXPANSION

- Potential for entry into definitive efficacy trials in metastatic UM
- Potential for indication expansion

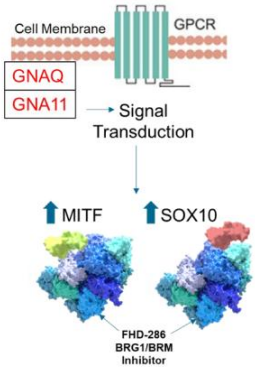
Initial clinical data in uveal melanoma with FHD-286 expected H1'23

THERAPEUTIC RATIONALE FOR UVEAL MELANOMA

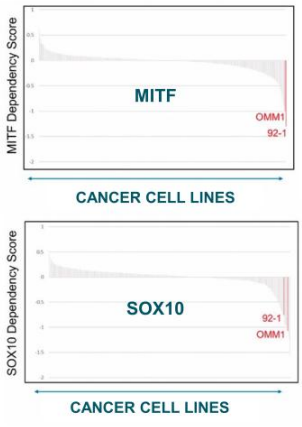
Dependency on Two Lineage Transcription Factors: MITF / SOX10

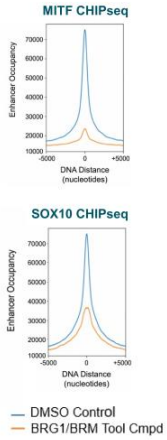
BIOLOGY

OVER 85% OF UVEAL MELANOMA CANCERS HAVE GNAQ OR GNA11 MUTATIONS



VALIDATION OF DEPENDENCY AND APPROACH



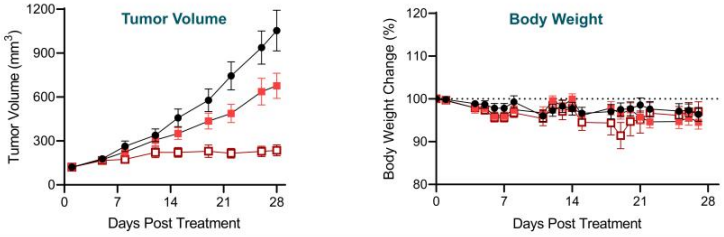


DOSE-DEPENDENT TUMOR REGRESSION IN UVEAL MELANOMA CDX MODELS AT TOLERATED DOSES WITH FHD-286

MP-46 UVEAL MELANOMA CDX MODEL

Dose-dependent tumor growth inhibition

Well-tolerated

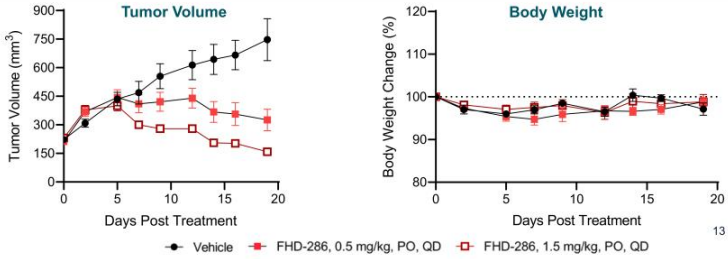


92-1 UVEAL MELANOMA CDX MODEL

Dose-dependent tumor growth inhibition

Tumor regression at 1.5 mg / kg, PO, QD

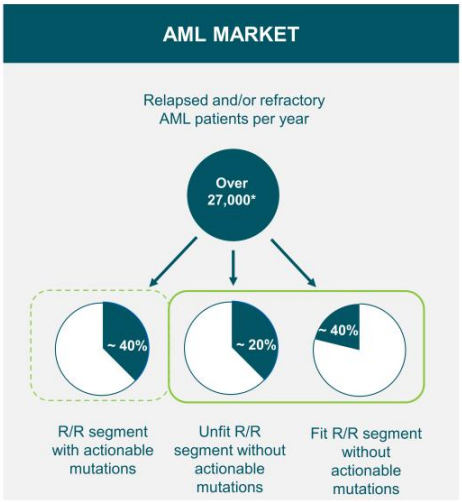
Well-tolerated



Vehicle FHD-286, 0.5 mg/kg, PO, QD FHD-286, 1.5 mg/kg, PO, QD

SIGNIFICANT UNMET NEED REMAINS IN R/R AML & MDS

Most Common Type of Acute Leukemia in Adults



AML OVERVIEW

Mutation:

- Elevated BRG1-BAF / TF activity in AML blast cells

Market Opportunity:

- Over 27,000 relapsed and/or refractory patients impacted per year*

Treatment Options:

- Limited options for relapsed and/or refractory patients without actionable mutations

* Per year incidence in the U.S., EU5, Japan

FHD-286 FOR RELAPSED/REFRACTORY AML & MDS

Clinical Development Plan

PHASE 1 DOSE ESCALATION STUDY

- 3+3 cohort design
- Retrospective biomarker analysis to further evaluate safety and efficacy
- Assess safety, PK, biomarkers and therapeutic activity
- Identify dose(s) for expansion

PHASE 1 EXPANSION STUDIES

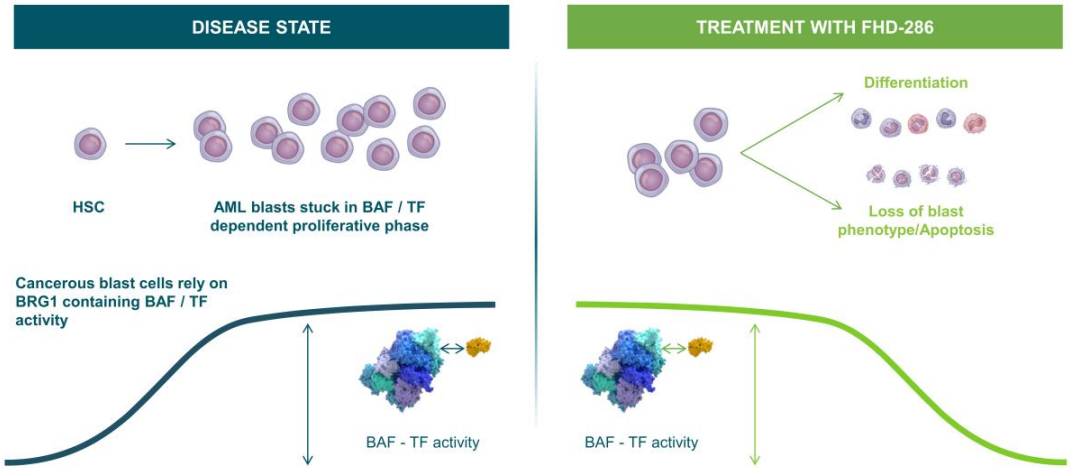
- Evaluate identified dose(s)
- Consider refined patient population if necessary
- Consider exploration of combination partners
- Assess safety, PK, biomarkers and therapeutic activity

POTENTIAL DEFINITIVE EFFICACY TRIALS & INDICATION EXPANSION

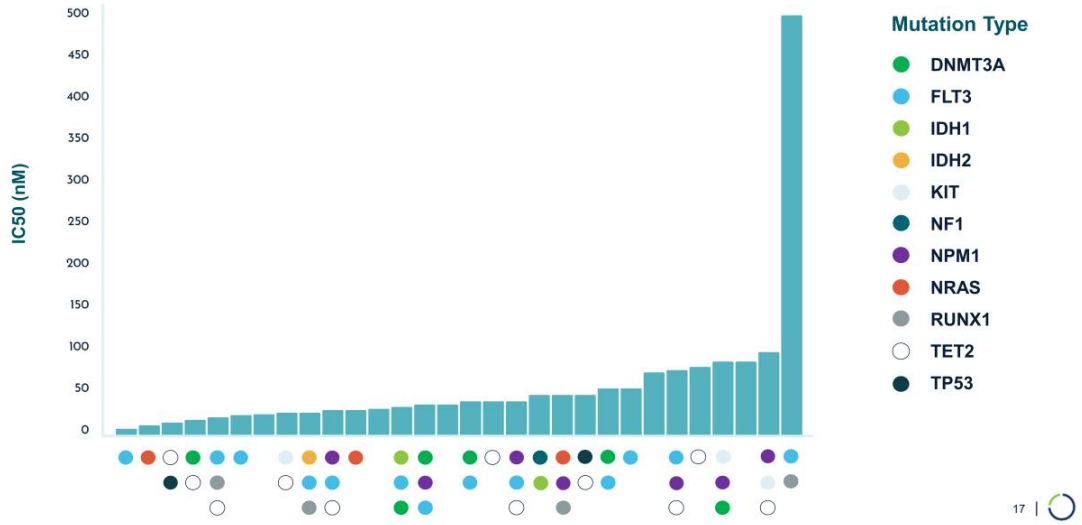
- Potential for entry into definitive efficacy trials in AML / MDS
- Potential for indication expansion

AML / MDS study with FHD-286 on full clinical hold, development clarity anticipated in H1'23

AML: DEPENDENCY ON BRG1 / LINEAGE TF INTERACTIONS



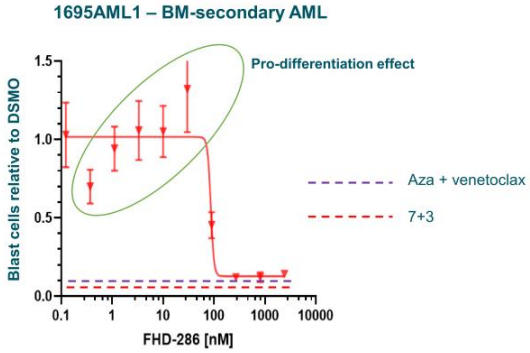
FHD-286 SHOWS EFFECT ACROSS A BROAD RANGE OF MUTATIONS IN AML PATIENT-DERIVED SAMPLES



PRECLINICAL FHD-286 DATA SHOWS EFFICACY ACROSS AML PATIENT-DERIVED SAMPLES

Notable Patient ID	Deep Response	Pathology Review	Disease Status
1690AML1	Y	AML	Secondary
1695AML1	Y	AML/MDS	Secondary
1696AML1	Y	AML	Secondary
1701AML1	Y	AML	Secondary
1893AML1	Y	AML	R/R
1899AML1	Y	AML	R/R
1990pAML1	Y	AML	R/R
1991pAML1	Y	AML	de novo
2041AML1	Y	N/A	de novo
2043pAML1	Y	AML	R/R
2059AML1	Y	AML	R/R
1682AML1	~	N/A	N/A
1689AML1	~	AML/MDS	de novo
1684AML1	N	CML	R/R
1924AML1	N	AML/MDS	R/R

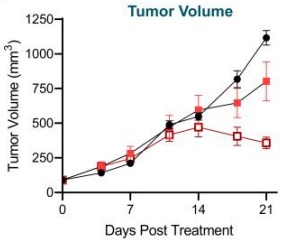
Y = Deep reduction in blast cells ~ = Partial reduction N = No response

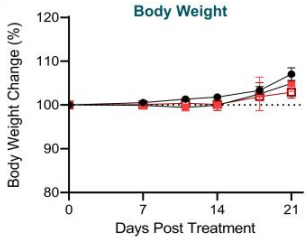


- Response observed in a majority of primary AML samples, irrespective of prior treatment or disease stage
- Additional data set from patient-derived samples demonstrates mutation-agnostic responses

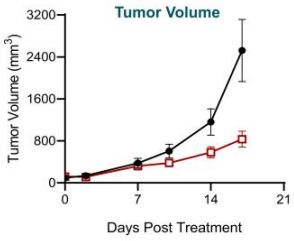
DOSE-DEPENDENT TUMOR GROWTH INHIBITION OBSERVED WITH FHD-286 TREATMENT IN AML CDX MODELS

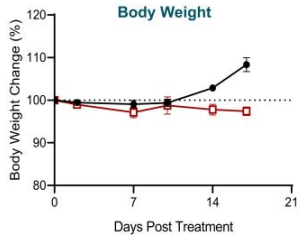
MV4-11 CDX Model
(FLT3 ITD, MLL-AF4)





OCI-AML2 CDX MODEL
(MII-AF6, DNMT3A MUT.)



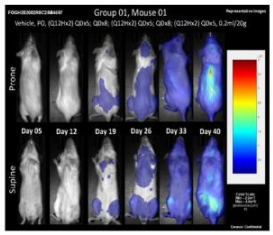


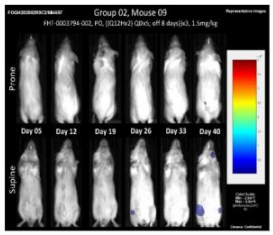
Vehicle — FHD-286, 0.5 mg/kg, PO, QD — FHD-286, 1.5 mg/kg, PO, QD

TUMOR GROWTH INHIBITION WITH FHD-286 TREATMENT OBSERVED BY BIOLUMINESCENCE

Imaging in a Disseminated AML Model

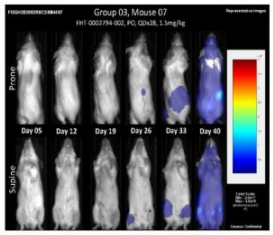
VEHICLE

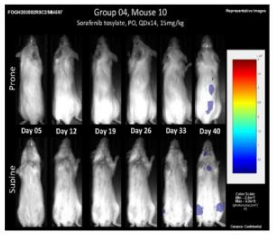




FHD-286
1.5 MG / KG, BID
(5ON / 8OFF) X3

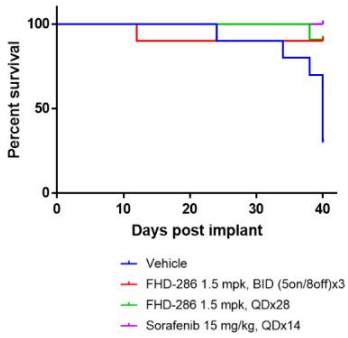
FHD-286
1.5 MG / KG
QDX28





SORAFENIB
15 MG / KG,
QDX14

FHD-286 SURVIVAL ADVANTAGE IN DISSEMINATED AML MODEL



FOGHORN THERAPEUTICS

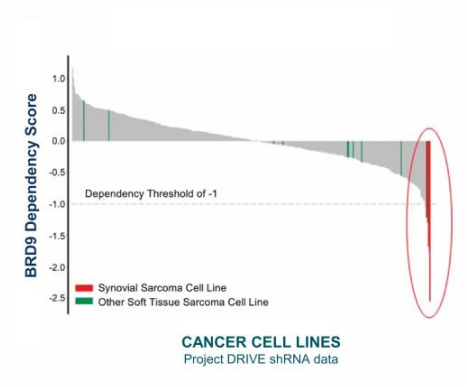
Degrading the BRD9 Subunit of the BAF Complex

IN PHASE 1 DOSE ESCALATION FOR SYNOVIAL SARCOMA AND SMARCB1-LOSS TUMORS

FHD-609 is a Selective, Potent, Protein Degrader of the BRD9 Component of the BAF Complex

DEGRADING THE BRD9 SUBUNIT OF BAF

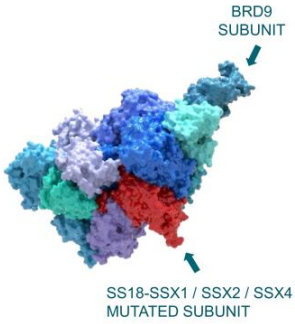
BRD9 IS REQUIRED FOR THE SURVIVAL OF SYNOVIAL SARCOMA CELLS



- Dependency on BRD9 **well established with multiple tumor types** including synovial sarcoma and SMARCB1-loss tumors
- Foghorn's lead asset targeting BRD9, **FHD-609, s**elective, potent, protein degrader **of the BRD9 subunit** of the BAF complex
- In Phase 1 dose escalation for synovial sarcoma and SMARCB1-loss tumors

SIGNIFICANT UNMET NEED IN SYNOVIAL SARCOMA

Synovial Sarcoma Accounts for ~10% of Soft-Tissue Sarcoma Tumors



TARGETED PROTEIN DEGRADATION TO REGULATE CHROMATIN AND GENE EXPRESSION IN DISEASE

SYNOVIAL SARCOMA & SMARCB1-LOSS TUMORS OVERVIEW

- **Mutation**: 100% of patients harbor SS18-SSX1 / SSX2 / SSX4 protein fusions
- **Patient Numbers***:
  - Synovial sarcoma: Over 1,800
  - SMARCB1-Loss Tumors: ~1,000
- **Limited Treatment Options**:
  - No approved therapies
  - Current standard of care includes surgical resection, chemotherapy/radiation and pazopanib
  - Adaptimmune's cell therapy in development for synovial sarcoma, only applicable to ~25% of patient population

* Per year incidence in the U.S., EU5, Japan

FHD-609 FOR METASTATIC SYNOVIAL SARCOMA AND SMARCB1-LOSS TUMORS

Clinical Development Plan

PHASE 1 DOSE ESCALATION STUDY

- 3+3 cohort design
- Assess safety, PK, therapeutic activity, target engagement and biomarkers
- Identify dose(s) for expansion
- Biomarkers: SS18-SSX1, SS18-SSX2 or SS18-SSX4 translocation for synovial sarcoma

PHASE 1 EXPANSION STUDIES

- Metastatic synovial sarcoma expansion cohorts
- SMARCB-1 deleted tumors and potentially other indications
- Evaluate identified dose(s)
- Consider refined patient population if necessary
- Consider exploration of combination partners
- Assess safety, PK, biomarkers and therapeutic activity

POTENTIAL DEFINITIVE EFFICACY TRIALS & INDICATION EXPANSION

- Potential for entry into definitive efficacy trials in metastatic synovial sarcoma
- Potential for indication expansion beyond metastatic synovial sarcoma

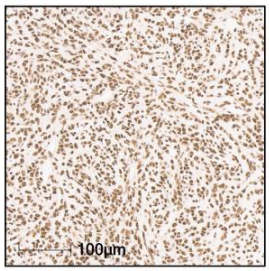
Initial clinical data in synovial sarcoma with FHD-609 expected mid-2023

ON-TREATMENT TUMOR BIOPSIES WITH FHD-609 DEMONSTRATE TARGET ENGAGEMENT WITH DEGRADATION OF BRD9

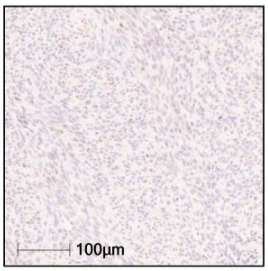
SIGNIFICANT BRD9 DEGRADATION OF ~60-70% WITH LOW DOSE OF FHD-609

Paired Biopsies Patient A

Pre-Treatment

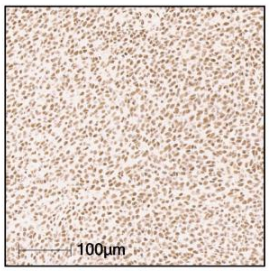


On-Treatment

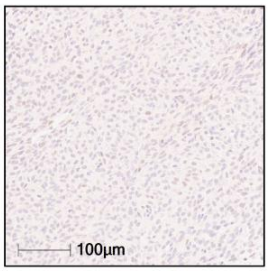


Paired Biopsies Patient B

Pre-Treatment



On-Treatment

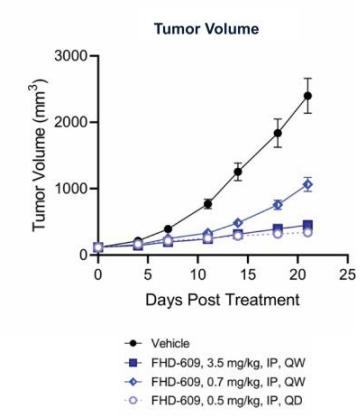


ROBUST *IN VIVO* ACTIVITY OBSERVED IN SYNOVIAL SARCOMA MODEL AND BRD9 DEGRADATION ASSOCIATED WITH FHD-609 TREATMENT

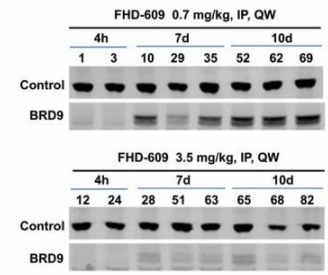
Weekly Dosing of FHD-609 Achieved Sustained BRD9 Degradation

SY01 SYNOVIAL SARCOMA CDX MODEL

- Mutation: **SS18-SSX2**
- Inhibited tumor growth
- Dose-dependent BRD9 degradation correlated with anti-tumor activity



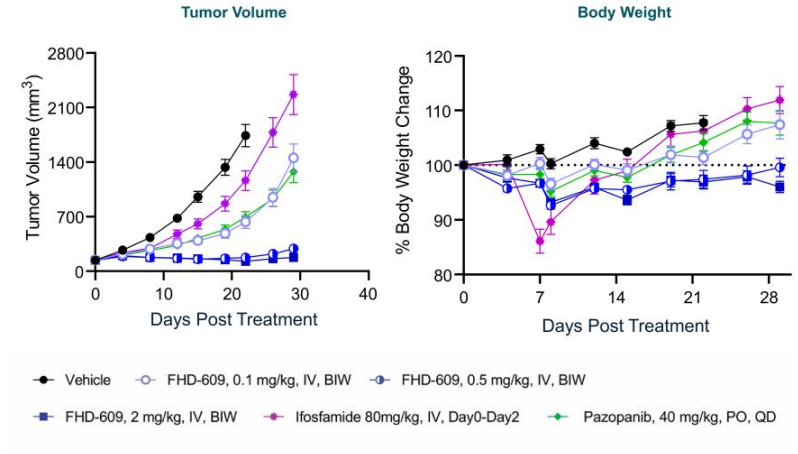
SUSTAINED BRD9 DEGRADATION



SUPERIOR TUMOR GROWTH INHIBITION WITH FHD-609 IN A SYNOVIAL SARCOMA MODEL AS COMPARED TO IFOSFAMIDE AND PAZOPANIB

ASKA CDX MODEL

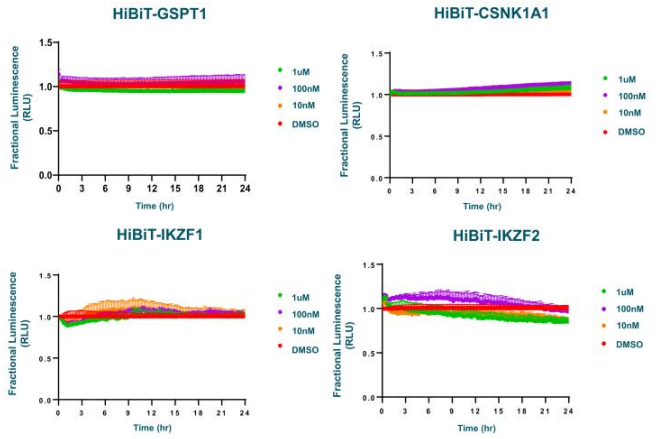
- Mutation: **SS18-SSX1**
- Superior tumor growth inhibition compared to ifosfamide and pazopanib
- Complete suppression observed over 30 days at 2 mg / kg of FHD-609



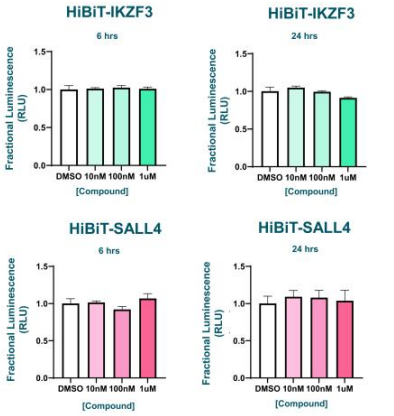
FHD-609 IS HIGHLY SELECTIVE

No Off-Target IMiD Neosubstrate Degradation Activity Observed

KINETIC DEGRADATION PROFILING



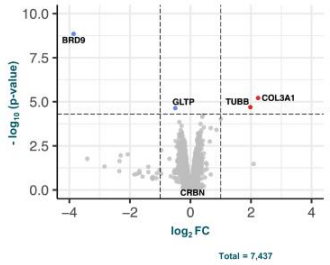
ENDPOINT DEGRADATION PROFILING



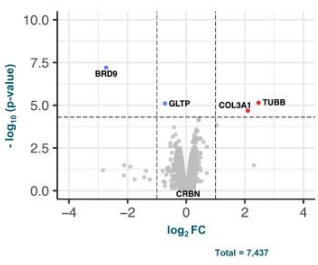
FHD-609 SELECTIVELY DEGRADES BRD9 IN SYNOVIAL SARCOMA GLOBAL PROTEOMICS ANALYSES

BRD9 Is the Only Protein Significantly Degraded at Multiple Concentrations and Time Points

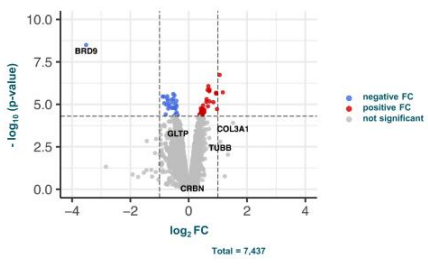
16nM (200x DC50) 4hrs in SYO1



78nM (1000x DC50) 4hrs in SYO1



16nM (200x DC50) 24hrs in SYO1



FOGHORN THERAPEUTICS

SELECTIVE BRM MODULATORS

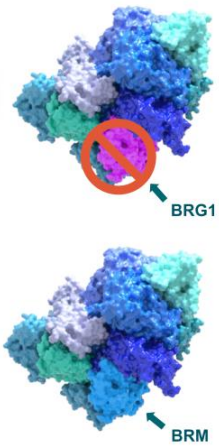
FOR BRG1 MUTATED CANCERS

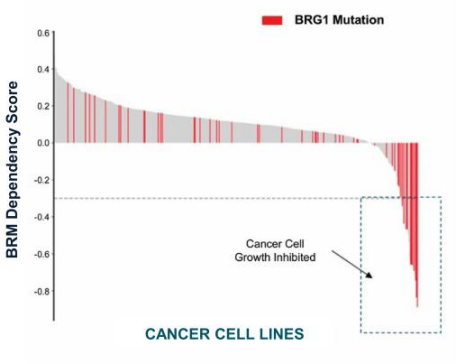
Enzymatic Inhibitor and Protein Degrader Programs Targeting BRG1 Mutated Cancers (e.g., NSCLC), 30+ Cancers with BRG1 Mutations

BRG1 MUTATIONS CREATE A GENETIC DEPENDENCY ON BRM

Selective BRM Modulators Overview

Target / Approach	• BRM • Enzymatic inhibitor • Targeted protein degrader
Indications	• BRG1 mutated cancers (e.g., NSCLC), 30+ cancers with BRG1 mutations
Mutation / Aberration	• BRG1
Stage	• Pre-clinical
New Patients Impacted / Year*	• > 100,000
Economics of Lilly Collaboration	• 50/50 U.S. economics • Tiered ex-U.S. royalties starting in the low double-digit range and escalating into the twenties



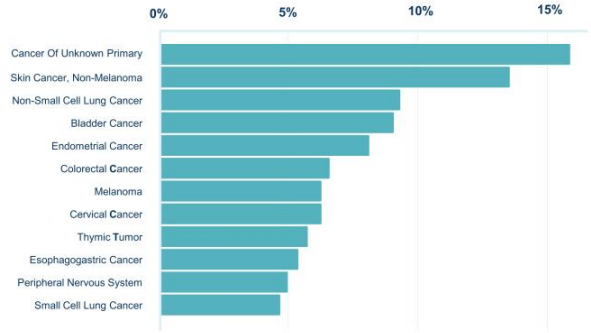


* Per year incidence in the U.S., EU5, Japan

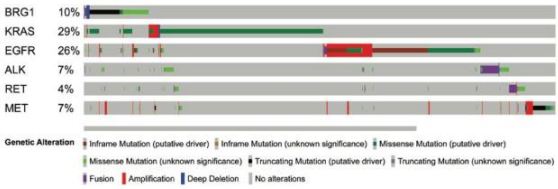
BRG1 MUTATED IN ~5% OF ALL TUMORS

Broad Addressable Patient Population

BRG1 MUTATED ACROSS RANGE OF TUMORS

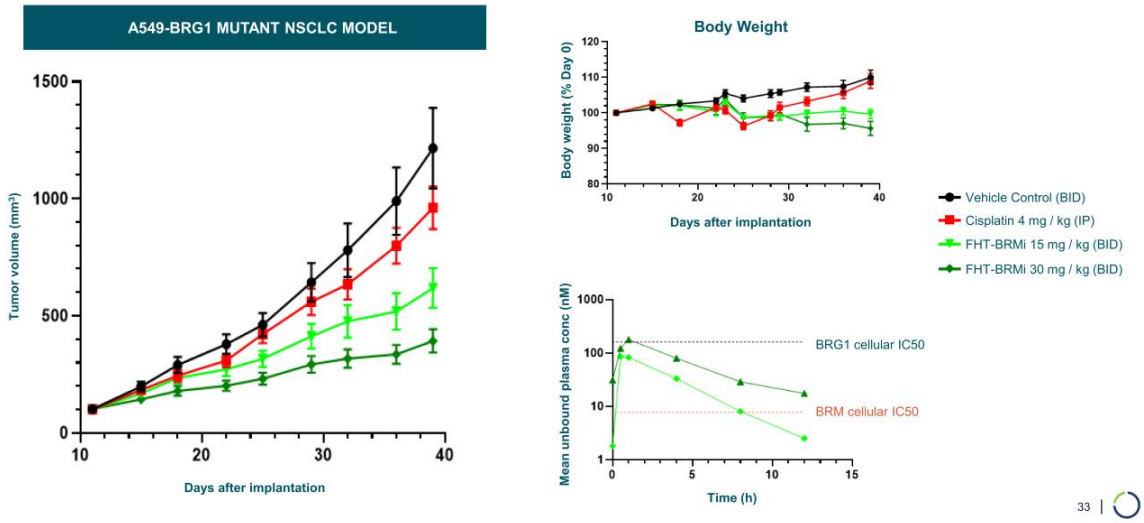


BRG1 MUTATED IN UP TO 10% OF NSCLC TUMORS, MINIMAL OVERLAP WITH OTHER MUTATIONS

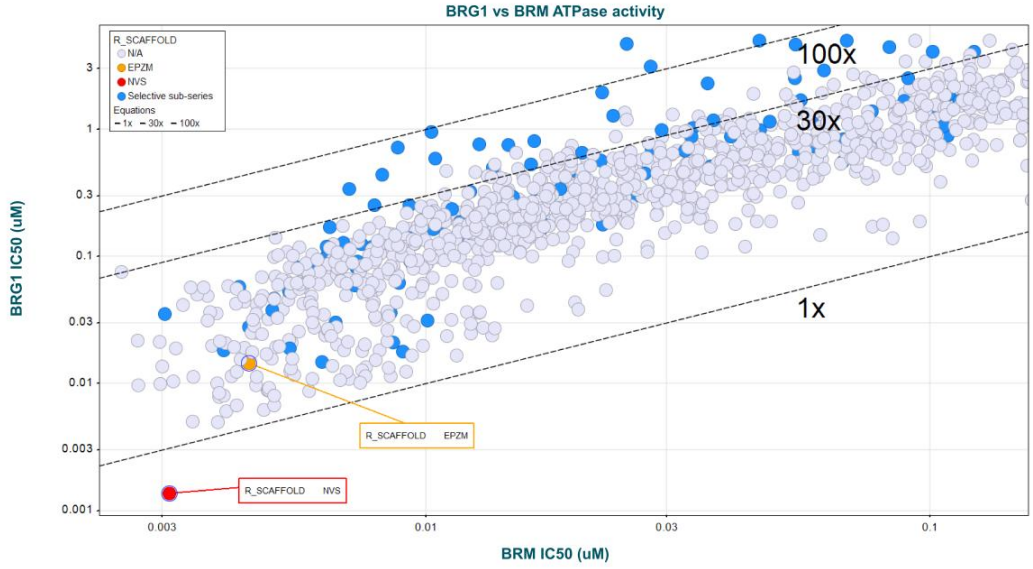


BRM SELECTIVE INHIBITOR *IN VIVO* EFFICACY

Demonstrates PK / PD and *In Vivo* Efficacy in a BRG1 Mutant Lung CDX Model



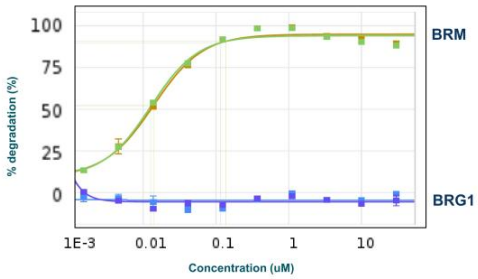
ENZYMATIC SELECTIVITY APPROACHING 200X ACHIEVED



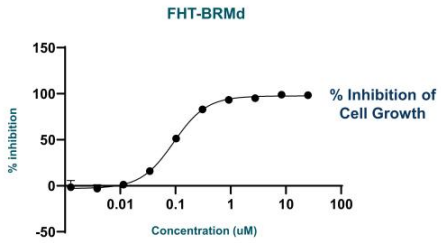
ADVANCING BRM SELECTIVE DEGRADERS

Achieving Complete BRM Degradation

BRM / BRG1 HIBIT DATA



A549 TEN-DAY PROLIFERATION ASSAY



DEGRADERS CAUSE TIME- AND DOSE-DEPENDENT BRM DEGRADATION, ANTIPROLIFERATIVE EFFECTS IN A549 BRG1 MUTANT NSCLC LUNG MODEL

FOGHORN THERAPEUTICS

SELECTIVE CBP PROTEIN DEGRADER

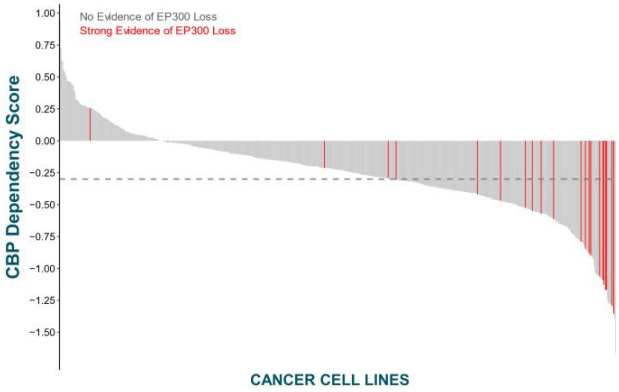
FOR EP300 MUTATED CANCERS

Implicated in Subsets of Cancers Including Bladder, Colorectal, Breast, Gastric and Lung

ADVANCING HIGHLY SELECTIVE CBP PROTEIN DEGRADER FOR EP300 MUTATED CANCERS

Selective CBP Protein Degrader Overview

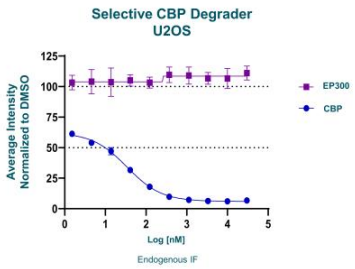
Target / Approach	• CREB binding protein (CBP) • Targeted protein degrader
Initial Indication	• EP300 mutated cancers (e.g., subsets of prostate, bladder, colorectal, breast, gastric and lung cancers)
Mutation / Aberration	• EP300 mutated cancers
Stage	• Pre-clinical
New Patients Impacted / Year*	• Over 100,000



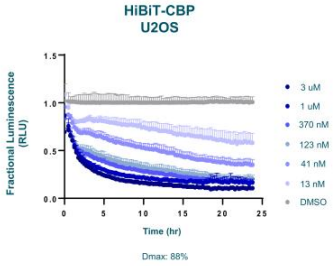
* Per year incidence in the U.S., EU5, Japan

ADVANCEMENT OF HIGHLY SELECTIVE CBP DEGRADERS

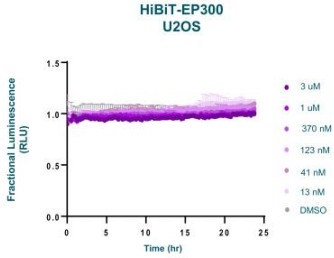
SELECTIVE CBP DEGRADATION
Osteosarcoma Cell Line



Endogenous IF

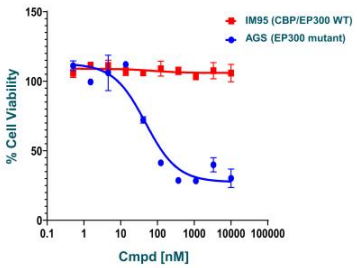


Dmax: 88%

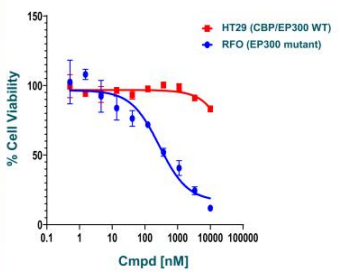


HIGHLY SELECTIVE DEGRADER OF CBP DEMONSTRTES CBP-DEPENDENT CELL KILLING ACROSS MULTIPLE CANCERS

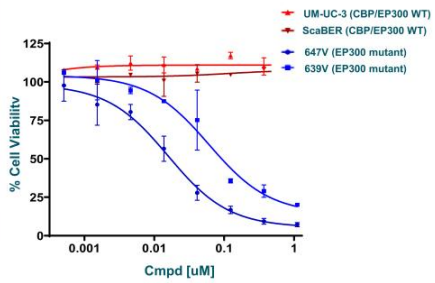
Gastric Cancer



Colorectal Cancer



Bladder Cancer



CELL PROLIFERATION ASSAYS

FOGHORN THERAPEUTICS

SELECTIVE EP300 PROTEIN DEGRADER

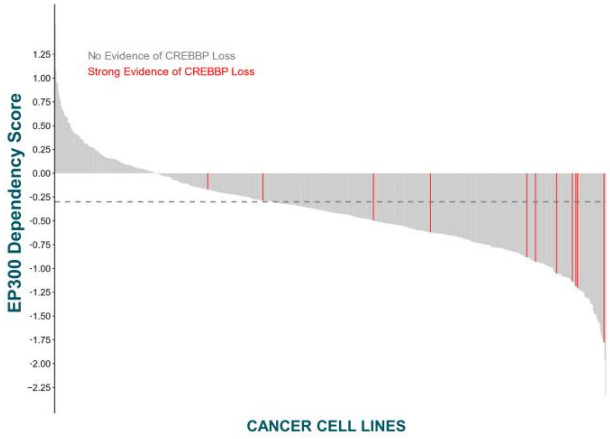
FOR CBP MUTANT CANCERS & EP300 DEPENDENT MALIGNANCIES

Implicated in CBP Mutated Cancers and Subsets of EP300 Dependent Malignancies (e.g., Bladder, NSCLC, Various Lymphomas and Leukemias)

ADVANCING HIGHLY SELECTIVE EP300 PROTEIN DEGRADER FOR CBP MUTANT CANCERS & EP300 DEPENDENT MALIGNANCIES

Selective EP300 Protein Degrader Overview

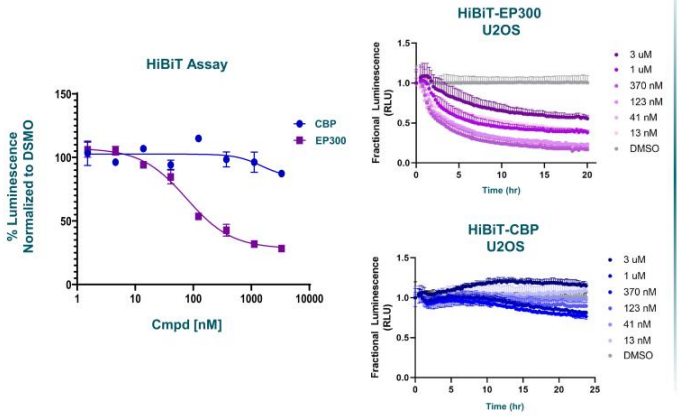
Target / Approach	• E1A binding protein p300 (EP300) • Targeted protein degrader
Initial Indication	• CBP mutant cancers and subsets of EP300 dependent malignancies (e.g., bladder, NSCLC, various lymphomas and leukemias)
Mutation / Aberration	• CBP mutant cancers • EP300 dependent malignancies
Stage	• Pre-clinical
New Patients Impacted / Year*	• Over 100,000



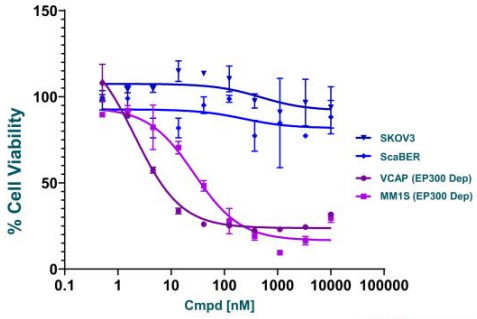
* Per year incidence in the U.S., EU5, Japan

ADVANCEMENT OF HIGHLY SELECTIVE EP300 DEGRADERS

SELECTIVE EP300 DEGRADATION
(Osteosarcoma Cell Line)



CELL PROLIFERATION ASSAYS
(EP300 Dependent vs. Non-Dependent Cell Lines)



SKOV3: Ovarian cancer
ScaBER: Bladder Cancer
VCAP: Prostate cancer
MM1S: Multiple myeloma

FOGHORN THERAPEUTICS

SELECTIVE ARID1B PROTEIN DEGRADER

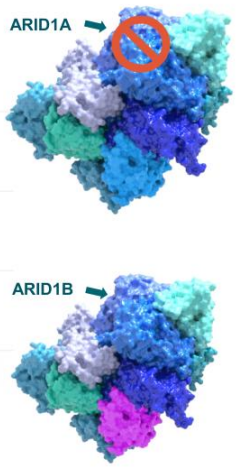
FOR ARID1A MUTATED CANCERS

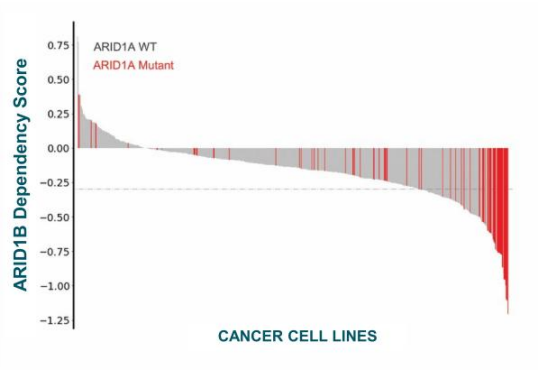
Protein Degrader Targeting ARID1A Mutated Cancers, the Most Mutated Subunit in the BAF Complex
(e.g., Ovarian, Endometrial, Colorectal, Bladder and Other Cancers)

ARID1A: MOST MUTATED SUBUNIT IN BAF COMPLEX – CREATES DEPENDENCY ON ARID1B

Selective ARID1B Protein Degrader Overview

Target / Approach	• ARID1B • Targeted protein degrader
Initial Indication	• ARID1A mutated cancers
Mutation / Aberration	• ARID1A mutations (e.g., ovarian, endometrial, colorectal, bladder and other cancers)
Stage	• Pre-clinical
New Patients Impacted / Year*	• > 175,000

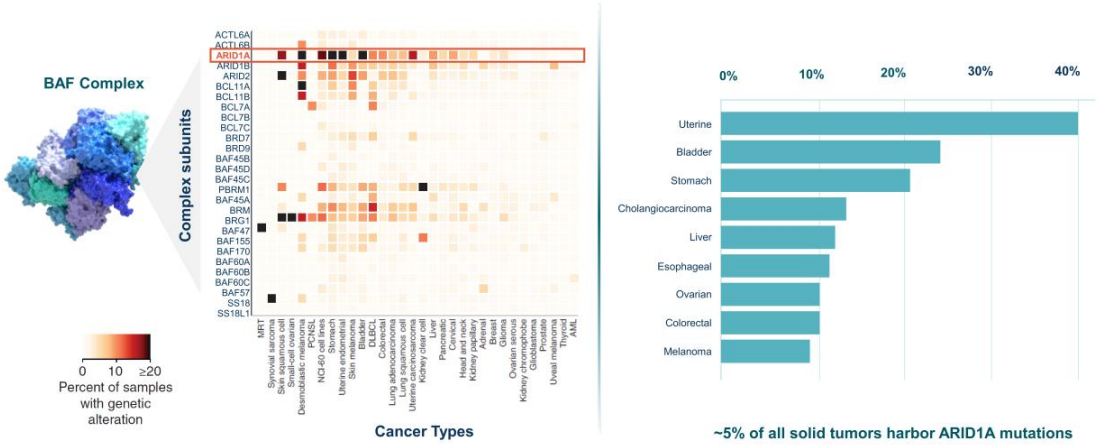




* Per year incidence in the U.S., EU5, Japan

ARID1A MUTATED CANCERS: SIGNIFICANT OPPORTUNITY

ARID1A Mutated Across Range of Tumors



Hodges et al. 2017

TARGETING ARID1A MUTATED CANCERS: ARID1B PROTEIN DEGRADER

Advantaged by Gene Traffic Control Platform and Protein Degrader Capabilities

GENE TRAFFIC CONTROL PLATFORM

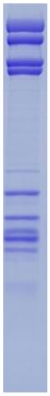
- Platform produces BAF complexes and subcomplexes containing either ARID1A or ARID1B at scale
- Enables proprietary screens against ARID1B

PROTEIN DEGRADER CAPABILITIES

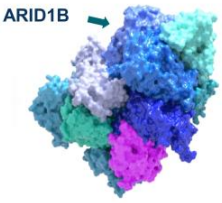
- Utilize protein degrader toolbox to create ARID1B hetero-bifunctional degraders

PROGRAM STATUS

- Validated selective chemical binders of ARID1B
- In process of expanding binders into novel selective protein degraders
- Assessing outcomes of ARID1B degradation and impact on BAF complex formation



Highly purified ARID1B / BAF complex



FOGHORN THERAPEUTICS

TRANSCRIPTION FACTORS

A NOVEL APPROACH

A NEW APPROACH TO DRUGGING TRANSCRIPTION FACTORS

Enabled by Proprietary Ability to Purify and Synthesize Chromatin Regulatory System Components

TFS ARE COMPELLING DRUG TARGETS…

- Highly involved in gene expression
- Implicated in range of cancers and other diseases

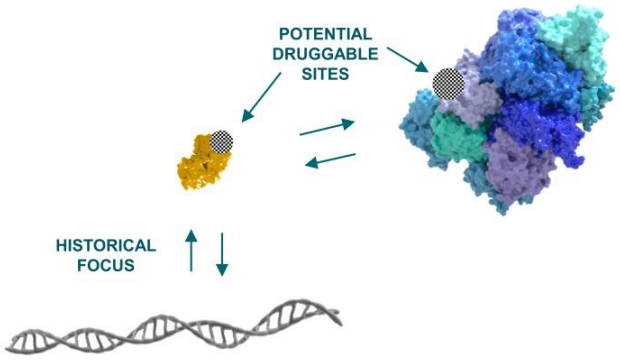
…BUT HISTORICALLY DIFFICULT TO TARGET

- Featureless surface: no druggable binding pocket
- Tight interactions with DNA: undruggable affinities

FOGHORN HAS A NEW APPROACH FOCUSING ON INTERACTION WITH BAF

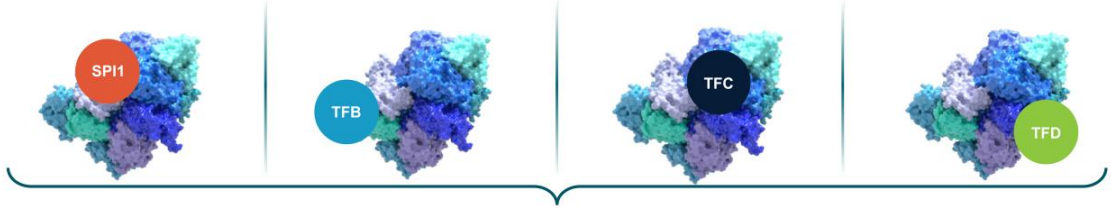
- Druggable binding pockets
- Druggable affinities

FOGHORN'S FOCUS

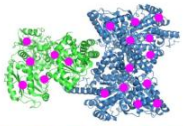


TRANSCRIPTION FACTORS BIND TO BAF DIRECTLY WITH HIGH DEGREE OF SPECIFICITY

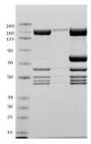
Unique Insights into Where and How Transcription Factors Bind



MAPPING THE TF-BAF INTERACTION



MASS SPEC. FOOT-PRINTING



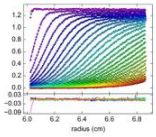
PULL-DOWN ASSAYS

Foghorn's collection of BAF sub-complexes and domains

VALIDATING THE TF-BAF INTERACTION

BIOPHYSICAL

AUC / SPR / ITC

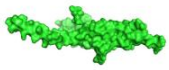


BIOCHEMICAL

TR-FRET / FP

STRUCTURAL

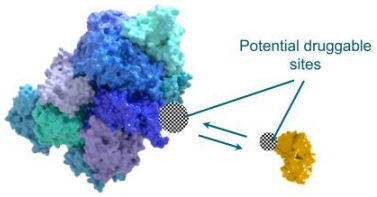
Crystal / NMR



HIGHLY SCALABLE APPROACH TO ADDRESS SIGNIFICANT UNMET MEDICAL NEED DRIVES MERCK COLLABORATION

Potential to Drug > 100 TFs Associated with BAF

TRANSCRIPTION FACTOR DISRUPTORS



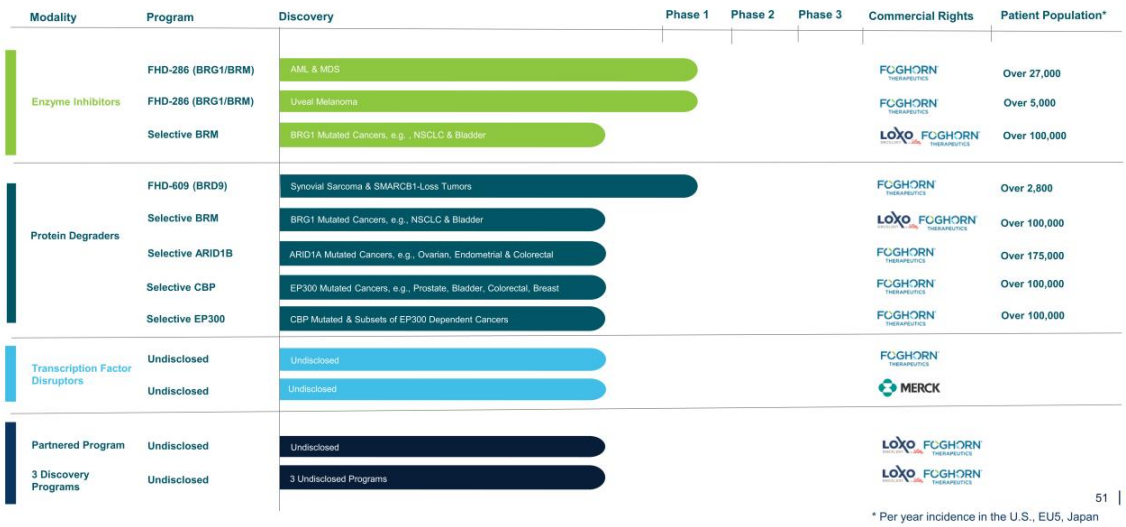
- >100 TFs estimated associated with BAF
- Foghorn pursuing multiple TFs in parallel
- Approach highly scalable and potential broad application – other chromatin remodeling complexes and other diseases

MERCK

- Merck collaboration to drug single specified transcription factor target
- $15 million upfront; up to $410 million in research, development, regulatory and sales-based milestones
- Up to low double-digit royalties on product sales

BROAD PIPELINE ACROSS A RANGE OF TARGETS AND MODALITIES

Precision Oncology / Breadth and Depth / Over 15 Programs



* Per year incidence in the U.S., EU5, Japan

FIRST-IN-CLASS PRECISION MEDICINES TARGETING MAJOR UNMET NEEDS IN CANCER

LEADER IN NEW AREA OF CANCER BIOLOGY

Foghorn is a **leader in targeting chromatin biology,** which has unique potential to address underlying dependencies of many genetically defined cancers

Broad pipeline of **over 15 programs** across a range of targets and modalities

LARGE MARKET POTENTIAL

Chromatin biology is implicated in up to **50% of tumors**, potentially impacting **~2.5 million patients**

Foghorn's current pipeline potentially addresses **more than 500,000** of these patients

WELL-FUNDED

$345.8 million in cash and equivalents

(as of 12/31/2022)

Provides **runway into H2'25**

SIGNIFICANT VALUE DRIVERS IN 2023

Initial clinical data in uveal melanoma with **FHD-286** expected **H1'23**

Initial clinical data in synovial sarcoma with **FHD-609** expected **mid-2023**

AML/MDS study with FHD-286 on full clinical hold, development **clarity anticipated in H1'23**

COLLABORATIONS WITH MAJOR ONCOLOGY PLAYERS

Strategic collaboration with Loxo Oncology at Lilly; **$380 million upfront;** 50/50 U.S. economic split on two lead programs

Merck collaboration to drug single specified transcription factor target; **$15 million upfront** and up to **$410 million** in milestones

APPENDIX

FOGHORN THERAPEUTICS

STRATEGIC PARTNERSHIP

LOXO ONCOLOGY AT LILLY

STRATEGIC COLLABORATION WITH LOXO ONCOLOGY AT LILLY

Foghorn to Lead Discovery and Research Activities

$380 MILLION UPFRONT

$300 million cash payment

$80 million investment in Foghorn common stock at a price of $20 per share

50/50 U.S. ECONOMICS ON TWO PROGRAMS

50/50 U.S. economic split on BRM-Selective and another undisclosed program

Tiered ex-U.S. royalties starting in the low double-digit range and escalating into the twenties based on revenue levels

THREE UNDISCLOSED DISCOVERY PROGRAMS

Option to participate in a percentage of the U.S. economics

Tiered ex-U.S. royalties from the mid-single digit to low-double digit range

$1.3 billion in potential milestones

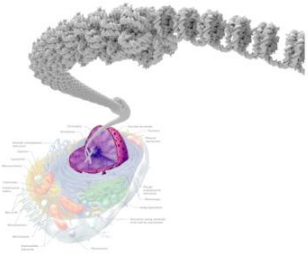
FOGHORN THERAPEUTICS

THE CHROMATIN REGULATORY SYSTEM

ORCHESTRATES GENE EXPRESSION

THE CHROMATIN REGULATORY SYSTEM ORCHESTRATES GENE EXPRESSION

Two Major Components Work in Concert: Chromatin Remodeling Complexes and Transcription Factors

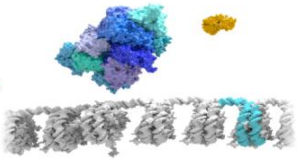


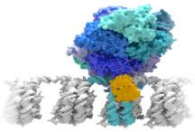
CHROMATIN

Chromatin – compacted form of DNA inside the nucleus of the cell

1 | CHROMATIN REMODELING COMPLEX AND TRANSCRIPTION FACTOR

Work together to orchestrate gene expression



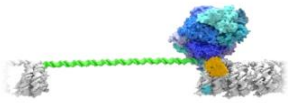


2 | RIGHT GENES

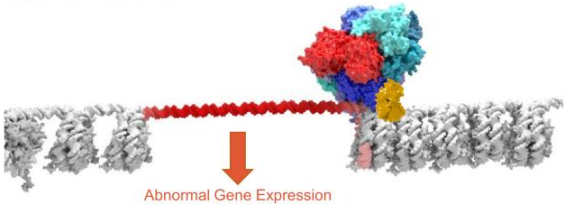
TFs guide chromatin remodeling complexes to the right locations

3 | NORMAL GENE EXPRESSION

Once chromatin is unpacked, gene expression can occur



BREAKDOWNS IN THE CHROMATIN REGULATORY SYSTEM CAN LEAD TO DISEASE

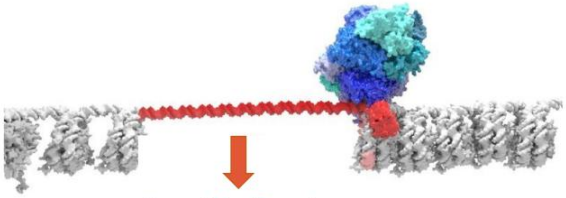


Mutation or overexpression in chromatin remodeling complex results in abnormal gene expression

Abnormal Gene Expression

DISEASE

Mutated or overexpressed TF hijacks chromatin remodeling complex to wrong location

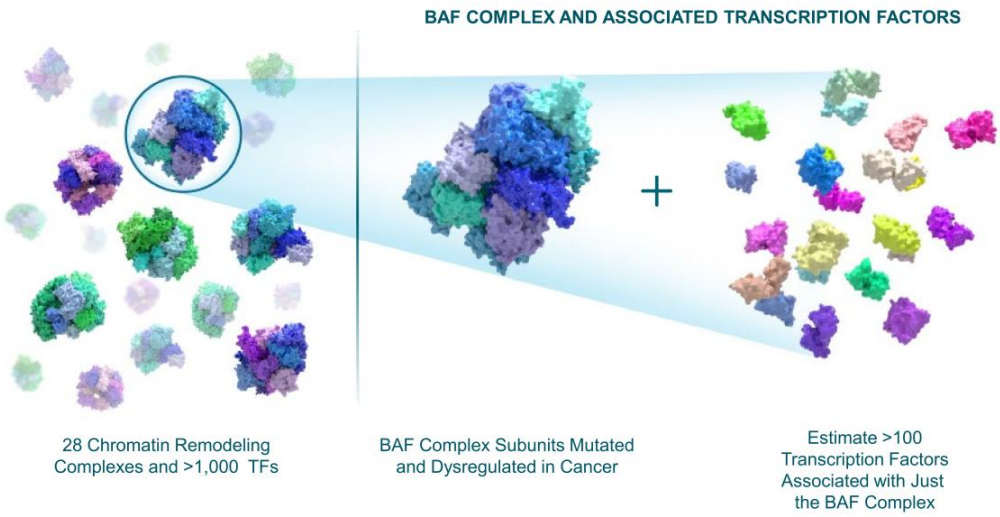


Abnormal Gene Expression

DISEASE

CHROMATIN REGULATORY SYSTEM

Abundance of Targets within the BAF Complex

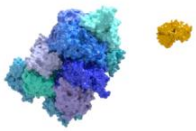


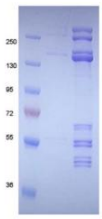
PLATFORM & DRUGGING CAPABILITIES

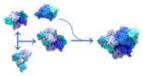
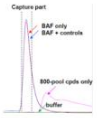
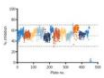
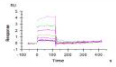
PLATFORM IS POWERED BY ABILITY TO PRODUCE COMPONENTS AT SCALE

Drives Drug Discovery Pipeline with Cutting Edge Technology

PRODUCTION OF CHROMATIN REGULATORY SYSTEM COMPONENTS





	FEATURES	BENEFITS
	Surface Mapping	Characterize TF / BAF Binding Sites
	Assembly	Synthesize subcomplexes to enable drug discovery
	Affinity Screening & Validation	ASMS on full complex to yield novel degraders
	HTS	Multiple screening options with full complex
	Biophysics/SPR	Validation of novel small molecule binders

PROTEIN DEGRADER PLATFORM

CURRENT APPROACH

- A leader in developing heterobifunctional degraders for clinical evaluation in oncology
- Employing PROTAC and non-CRBN based molecular glue degradation approaches

DEGRADER CHEMICAL TOOLBOX

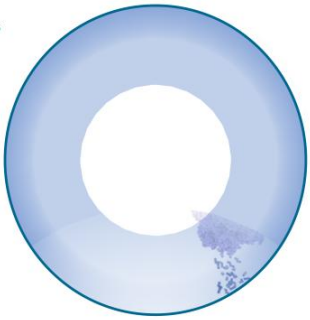
- Proprietary library of drug-like linkers, E3 ligase binders and potential glues
- Chemistry to rapidly identify and optimize degraders

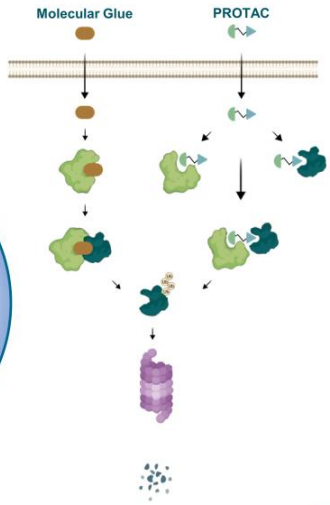
ADVANCED MECHANISTIC CHARACTERIZATION

- Native target turnover understanding
- Cellular degradation kinetics and rates
- Structural, biochemical and cellular ternary complex characterization
- Global proteomics and ubiquitination studies
- Computational modeling of degraders
- Degradation efficacy across multiple cell types

OPTIMIZATION OF DEGRADER DRUG PROPERTIES

- Guidelines for both of oral and IV-administered degraders
- PK / PD, efficacy and safety modeling to optimize dosing and scheduling





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EXPERTISE ACROSS DRUG DISCOVERY, CLINICAL DEVELOPMENT AND COMMERCIALIZATION

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CARLOS COSTA
Chief People Officer

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VP, Chemistry

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