

FOGHORN THERAPEUTICS INC.

CODE OF CONDUCT

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I. INTRODUCTION

Foghorn Therapeutics Inc. (“*Foghorn*”) has a mission to discover, develop, and deliver medicines to our fellow human beings. Our Core Values – People First; Collaborate to Innovate; and Data over Dogma – are the central tenants of our culture and we hold ourselves to the highest ethical and moral standards.

At Foghorn, we are committed to creating a work environment in which everyone is empowered to develop, to contribute, and to succeed. As a Company, we do not tolerate harassment, discrimination or breaches of compliance policies. Creating an inclusive environment where employees feel comfortable, safe, and free from inappropriate and disrespectful conduct is a critical part of our “People First” Core Values. In addition, we are committed to conducting our business with integrity and in accordance with all federal, state, and local laws to which our operations are subject, including, but not limited to, any applicable anti-corruption and/or antitrust laws. It is the policy of Foghorn to prevent and detect the occurrence of unethical or unlawful behavior (including, but not limited to, any applicable anti-corruption and/or antitrust laws), to halt such behavior as soon as reasonably possible after its discovery, and to discipline personnel who violate Foghorn’s policies. Foghorn is committed to fostering a culture within Foghorn’s organization in which breaches of compliance are not acceptable.

In conjunction with this Code-of-Conduct Program (the “*Program*”), Foghorn has adopted various policies and standards, many of which are included in Foghorn’s Compliance Rules and Policies, as set forth in Appendix A (the “*Policies*”). The Program and the Policies are not intended to set forth all of the substantive programs and practices of Foghorn that are designed to achieve compliance. Foghorn maintains various compliance programs and practices that continue to be part of its overall legal compliance efforts.

This Program describes the steps that Foghorn has taken to ensure compliance with the Policies. It also sets out certain procedures established for the early detection and reporting of, and response to, violation(s) of the Policies.

The Program and the Policies may be supplemented, revised, modified, or amended from time to time to reflect then-current statutes, regulations, and industry-best practices, as well as to ensure that such Program and the Policies are proportionate to the compliance risks facing Foghorn and the nature, scope, and complexity of Foghorn’s activities. This policy applies to all employees regardless of the date of hire.

II. NON-DISCRIMINATION POLICY

Foghorn is committed to maintaining a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities in all aspects of employment and personnel matters (including, without limitation, recruiting and hiring, job assignment, compensation, opportunities for advancement (including promotion and transfers), evaluation, benefits, training, discipline, and termination), and prohibits discriminatory practices, including harassment. This policy applies to unlawful conduct by supervisors, co-workers, and third parties.

We expect that all relationships among persons in the workplace will be free of unlawful bias, prejudice and harassment. Therefore, it is Foghorn's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race; color; religion or creed; sex or gender (including pregnancy, childbirth, breastfeeding or related medical conditions); age; physical or mental disability; medical condition; military or veteran status; national origin or ancestry; citizenship status; genetic information; marital and partnership status; sexual orientation; gender identity or expression; credit history; unemployment; status as a victim of domestic violence, stalking or sex offenses; height; weight; arrest or conviction record, or any other characteristic protected by law (collectively "*Non-Discrimination Factors*"). We also prohibit discrimination based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics.

III. ANTI-HARASSMENT POLICY

Foghorn is committed to maintaining a workplace free from unlawful harassment of any kind (such as oral, written, visual, or electronic) for any reason, including sexual harassment and other unlawful harassment on the basis of Non-Discrimination Factors. Without limitation, this policy governs conduct both in the workplace and at any other location where a Foghorn-sponsored event takes place.

Sexual or other unlawful harassment, whether committed by or against directors, officers, executives, managers, supervisors, fellow employees, temporary employees, and/or independent contractors is strictly prohibited. Foghorn also will not tolerate sexual or other unlawful harassment committed by or against Foghorn's investors, clients, contractors, service providers, vendors, or suppliers.

Behavior of the kind described below is unacceptable in the workplace and in any work-related setting outside of the workplace, such as during business trips, business meetings, and business-related social events.

Definition of Prohibited Conduct

Sexual Harassment: Sexual harassment means harassment based on someone's sex or gender and is prohibited under this policy. Unwelcome sexual advances, requests for sexual favors, and other verbal, physical, or visual conduct of a sexual nature may constitute sexual harassment when:

- Submission to or rejection of such advances, requests, or conduct is made either explicitly or implicitly a term or condition of the individual's employment;

- Submission to or rejection of such advances, requests, or conduct is used either explicitly or implicitly as a basis for employment or compensation decisions affecting the individual; or
- Such advances, requests, or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating, or sexually-offensive work environment.

While it is difficult to define precisely what types of conduct might constitute sexual harassment, examples of prohibited behavior include, without limitation, unwelcome sexual advances, requests for sexual favors, obscene gestures, displaying sexually-graphic materials, sending sexually-explicit e-mail or voicemail, and other unwelcome verbal or physical conduct of a sexual nature, such as uninvited touching of a sexual nature or sexually-related comments. Depending upon the circumstances, such conduct also can include sexual or offensive conversation or joking, commenting about an employee's or another individual's physical appearance, conversation about one's own or someone else's sex life, teasing, or other conduct directed toward a person because of his or her gender which is sufficiently severe or pervasive to create a hostile work environment.

Sexual harassment includes harassment of women by men, of men by women, and same sex gender-based harassment.

Other Harassment: Other prohibited harassment may include but is not limited to slurs or epithets, threats, derogatory comments, unwelcome jokes, teasing, touching, abusing, and other kinds of verbal or physical conduct that is based upon race; color; religion or creed; sex or gender (including pregnancy, childbirth, breastfeeding or related medical conditions); age; physical or mental disability; medical condition; military or veteran status; national origin or ancestry; citizenship status; genetic information; marital and partnership status; sexual orientation; gender identity or expression; credit history; unemployment; status as a victim of domestic violence, stalking or sex offenses; height; weight; arrest or conviction record; or any other characteristic protected by applicable state or federal laws.

Consensual Relationships: Employees who are managers or have supervisory responsibility may not have a dating or sexual relationship with any employee to whom they assign work, directly supervise, or whose employment or compensation decisions they influence, without both parties promptly advising Human Resources of such a relationship, so that appropriate assurances/arrangements can be made to assure mutual consent and no adverse impact or favoritism in the workplace. Furthermore, employees should understand that there may be situations where it is determined that no such appropriate arrangements can be made and, therefore, employment decisions may need to be made if the relationship in question is to continue. Should a conflict arise, at the discretion of the Company, individuals will be given the opportunity to decide who is to be transferred to another available position. If no decision can be reached by the individuals themselves within the timeframe set by the Company, management will decide who is to transfer or, if necessary, terminated from employment.

Complaint Procedure & Investigation

If you believe that you have been subjected to sexual harassment, other unlawful harassment, or discrimination, or have witnessed or otherwise become aware of such an incident, and if you are comfortable doing so, you should consider making it clear to the offender that such behavior is offensive. You are not, however, required to confront the offender. In either instance, you should immediately report the incident to your immediate supervisor, Human Resources and/or Legal

(“Designated Reporting Representative”). Individuals should not feel obligated to speak with or otherwise confront the offender before bringing the matter to the attention of a Designated Reporting Representative.

In addition, Foghorn has set up an independent third-party employee hotline through Navex Global where employees can report situations, events, or actions by individuals or groups that an employee believes violate the Policies. Any employee who submits a report through the hotline can choose to submit information via telephone or electronically using the information below, and can choose to provide his/her name or remain anonymous. The relevant information for the employee hotline is the following:

<http://foghorn.tx.ethicspoint.com/>

telephone: 844-756-5487

For the Company to be able to remedy alleged unlawful harassment, it is imperative that claims be brought promptly to the attention of the Head of Human Resources. Failure to report claims of unlawful harassment hampers the Company’s ability to take necessary steps to remedy such situations. Executives, managers and supervisors must report all instances or complaints of discrimination and harassment of which they become aware—even if they did not personally experience or observe the discrimination or harassment.

A complaint of alleged sexual or other harassment and discrimination will be addressed promptly. Once a complaint is received, the Company will be responsible for investigating the complaint as it considers appropriate. An investigation may include interviews with the complainant, the alleged offender, and any other persons the Company deems appropriate. Relevant documents may also be reviewed. Employees are required to cooperate in all investigations. The Company will endeavor to maintain confidentiality to the extent practicable, but confidentiality cannot be guaranteed.

Policy violations will result in appropriate disciplinary action, which may include termination of employment. After reporting the results of the investigation and, if an individual remains unsatisfied after the investigation is complete, the individual may direct a written request for review to the Company’s Head of HR, Head of Legal, CEO, or any other member of the Company’s management team, which may, if it deems appropriate in its reasonable discretion, direct or conduct an independent investigation concerning the complaint.

Prohibition Against Retaliation

The Company prohibits any form of retaliation against individuals who in good faith report allegations of unlawful harassment to a Designated Reporting Representative. Conversely, a report made in bad faith will subject the reporting individual to corrective action, up to and including termination.

This policy should not, and may not, be used as a basis for excluding or separating individuals of a particular sex or gender, or any other protected characteristic, from participating in business or work-related social activities or discussions in order to avoid allegations of harassment. The law and Company policies prohibit disparate treatment on the basis of sex or any other protected characteristic with regard to terms, conditions, privileges and perquisites of employment. The prohibitions against harassment, discrimination and retaliation are intended to complement and further these policies, not to form the basis of an exception to them.

Any form of retaliation in violation of this policy will result in disciplinary action, up to and including termination. Acts of retaliation should be reported immediately to a Designated Reporting Representative so that they may be properly investigated and addressed.

Additional Enforcement Information

Employees should also be aware that the federal Equal Employment Opportunity Commission (EEOC) and your state's employment agency investigate and prosecute complaints of harassment and discrimination in employment. You may contact the EEOC and your state's agency directly and file a complaint. The relevant contact information is as follows:

EEOC – Boston District Office
John F. Kennedy Federal Building
475 Government Center
Boston, MA 02203
Website: www.eeoc.gov
Phone: 1-800-669-4000

IV. CORPORATE COMPLIANCE PROGRAM

Foghorn is committed to conducting our business with integrity and in accordance with all federal, state, and local laws to which our operations are subject, including, but not limited to, any applicable anti-corruption and/or antitrust laws. It is the policy of Foghorn to prevent and detect the occurrence of unethical or unlawful behavior (including, but not limited to, any applicable anti-corruption and/or antitrust laws), to halt such behavior as soon as reasonably possible after its discovery, and to discipline personnel who violate Foghorn's policies. Foghorn is committed to fostering a culture within Foghorn's organization in which breaches of compliance are not acceptable.

IMPLEMENTATION AND MONITORING

A. Corporate Compliance Officer

The Head of Legal for Foghorn has been designated as the current compliance officer (the "*Compliance Officer*"). The Compliance Officer will have ultimate responsibility for implementing the Program and overseeing compliance with all applicable laws and the Policies. The Compliance Officer will be responsible for coordinating appropriate risk assessments and proposing updates to Foghorn's compliance standards and policies to ensure that they are (i) proportionate to the compliance risks facing Foghorn and to the nature, scale and complexity of Foghorn's activities and (ii) clear, practical and accessible and can effectively be implemented and enforced.

B. Communication and Training

A critical aspect of the Program is its effective communication of the applicable standards and policies to every Company employee. Foghorn shall ensure that the Program and Policies are made known and readily accessible to its officers, directors and employees.

C. Reporting of Compliance Violations

Foghorn is committed to the policy that every employee has a responsibility to report any suspected violation of the Program or Policies to his or her manager or the Compliance Officer. Each manager must forward any such report to the Compliance Officer. Employees may not be subject to

any reprisal for a good-faith report of a suspected violation of the Program, Policies, or other Company policies.

Foghorn is committed to establishing an environment that encourages and allows employees to seek and receive prompt guidance before engaging in conduct that may implicate the Policies. To achieve these objectives, Foghorn will ensure that the following practices and procedures are implemented and publicized to all employees:

1. Employees may consult their manager about any questions regarding the Policies. The manager should endeavor to respond to any inquiry and/or refer the question to the appropriate personnel (e.g., the Compliance Officer) within one week.
2. Employees shall report to their manager or the Compliance Officer any violation of the Program or Policies including conduct of the third-party business partners and/or potential business partners of Foghorn, such as agents, consultants, contractors, distributors, resellers, etc. (“*Third-Party Partners*”) that may implicate the Program or Policies. Managers who receive such reports from employees shall promptly report the information to the Compliance Officer. Employees may not be subject to any reprisal for a good-faith report of a suspected violation of any Policy.
3. All management personnel shall have an “open-door policy,” that permits an employee to present any suspected violation of the Policies.
4. The Compliance Officer has the responsibility to review and investigate all reports received of suspected violations of the Policies.
5. The Compliance Officer shall establish and publicize a reporting system that permits reports of violations of the Policies to the Compliance Officer or his/her designee. A report may be made by submitting a written report to the Compliance Officer or by contacting the Compliance Officer in person or by telephone.

D. Procedure for Submitting Confidential Complaints

Foghorn has set up an independent third-party employee hotline through Navex Global where employees can report situations, events, or actions by individuals or groups that an employee believes violate the Policies. Any employee who submits a report through the hotline can choose to submit information via telephone or electronically using the information below, and can choose to provide his/her name or remain anonymous. The relevant information for the employee hotline is the following:

<http://foghorn.tx.ethicspoint.com/>

telephone: 844-756-5487

When submitting a complaint, employees are asked to provide as much detailed information as reasonably possible. Providing detailed, rather than general, information will greatly assist with effective investigation of the complaint. Foghorn prohibits retaliation or retribution against any person who in good faith submits a report under this policy.

All reports made under this policy in good faith will be taken seriously. However, employees who file reports or provide evidence that they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by this policy and may be subject to disciplinary action up to and including immediate termination of employment. Frivolous or unfounded reports do not help foster a positive workplace.

RESPONDING TO ALLEGATIONS OF COMPLIANCE VIOLATIONS

A. Immediate Response Necessary

Any employee who is aware of a violation of the Policies is responsible for reporting that information immediately to his or her manager or the Compliance Officer through the means described in “Reporting of Compliance Violations” or “Procedure for Submitting Confidential Complaints” above.

The Compliance Officer may consult with counsel regarding the various questions raised by a report of a violation or possible violation of the Policies. The issues that may be addressed when a violation is reported include, but are not limited to, the following:

1. Should an internal investigation be conducted?
2. Should counsel conduct the investigation?
3. Should a disclosure be made to the appropriate government agency?

B. Investigations of Violations

All employees are expected to cooperate in the investigation of an alleged violation of the Program or Policies. It is imperative, however, that even a preliminary investigation of any suspected violation NOT be conducted without consultation with and direction from the Compliance Officer, who may seek the assistance and guidance of counsel. Investigations may raise complicated legal issues, and investigations conducted without the advice of counsel may present increased risks and not enjoy the benefit of legal privileges.

C. Discipline for Violations

Foghorn requires strict adherence with the Program and the Policies and violations may result in disciplinary action, up to and including termination of employment, without prior notice. Any questions concerning the interpretation or application of any or all of the principles should be directed to the Compliance Officer.

The determination of the appropriate discipline will generally be determined by the employee’s supervisor in conjunction with the Compliance Officer. In some instances, if serious violations are documented, Foghorn will confer with legal counsel and may elect to also involve law enforcement or regulatory agencies.

The following is a non-exhaustive list of factors that may be taken into account in determining the appropriate disciplinary action to impose for a violation of the Policies:

1. The nature of the violation and the ramifications of the violation to Foghorn.
2. The disciplinary action imposed previously for similar violations.
3. Any history of past violations.
4. Whether the violation was willful or unintentional.
5. Whether the employee was directly or indirectly involved in the violation.
6. Whether the violation represented an isolated occurrence or a pattern of conduct.
7. If the violation consisted of the failure to supervise another employee who violated the Policies, the extent to which the circumstances reflect lack of diligence.

8. If the violation consisted of retaliation against another employee for reporting a violation or cooperating with an investigation, the nature of such retaliation.
9. Whether the employee in question reported the violation.
10. The degree to which the employee cooperated with the investigation.

The following is a non-exhaustive list of the disciplinary actions Foghorn may take against individuals who violate the Policies: warning; reprimand; probation; demotion; temporary suspension; termination for cause; restitution of damages; and referral for criminal prosecution.

APPENDIX A:
COMPLIANCE RULES AND POLICIES (the “Policies”)

I. Introduction

Foghorn Therapeutics Inc. (the “Company”) conducts business that is impacted by many federal and state regulations. Compliance by Foghorn, its management and employees with these government regulations is essential to the continued success of Foghorn. It is imperative that all employees understand that Foghorn requires strict compliance with these government obligations and that violation of the Policies or any other Company policies may result in disciplinary action, which may include termination of employment.

Please read the Policies carefully. Any questions concerning the interpretation or application of any of the principles or policies set forth in the Policies should be discussed with the Compliance Officer immediately.

II. Fundamental Principles

Foghorn, its management and employees are committed to maintaining the integrity of Foghorn and ensuring compliance with all applicable federal and state laws, including, but not limited to, any applicable anti-corruption and/or antitrust laws. There are certain fundamental principles, set forth below, which are equally applicable to Foghorn, its management and employees, and third-party business partners and/or potential business partners of Foghorn, such as agents, consultants, contractors, distributors, resellers, etc. (“*Third-Party Partners*”) and shall be adhered to at all times. Under no circumstances shall any employee, either within or outside the scope of his/her employment, fail to follow or comply with these fundamental principles. Any questions concerning the interpretation or application of any or all of these principles should be directed to the Compliance Officer.

1. Employees shall comply with all provisions of the Policies and all other Company policies.
2. Employees shall comply with all laws and regulations that apply to the business of Foghorn.
3. Employees have a duty to educate themselves on future applicable laws, regulations and corporate policies which are relevant to their job and which modify or supplement those currently incorporated into the Program or Policies. Ignorance is no excuse.
4. Employees shall not hold a financial interest that conflicts with the conscientious performance of their duties.
5. Employees shall not use or disclose confidential information except as permitted by law and Company policy.
6. Employees shall not offer or pay any money, gift or other item of value to any entity or person, including government officials, in order to improperly influence the recipient or otherwise in exchange for or to improperly induce the purchase of any item or service from Foghorn or secure any advantage.
7. Employees have the affirmative duty to disclose to the Compliance Officer any act or intended action by the employee himself/herself or any employee of Foghorn or any Business Partner that has resulted or will reasonably result in noncompliance with the Policies or other Company policies.
8. Employees shall be disciplined accordingly for failure to adhere to the fundamental principles

or any policy set forth in the Policies.

III. Due Diligence Review of Third-Party Partners Policy

Company personnel who deal with Third-party partners are responsible for taking reasonable precautions to ensure that the Third-party partners conduct business ethically and comply with the Policies and any other applicable Company policies or applicable laws, such as the FCPA (discussed below). Such precautions may include conducting a due-diligence review of the Business Partner, inserting appropriate anti-corruption compliance provisions in the Business Partner's written contract, requiring the Business Partner to certify that it has not violated and will not violate the Policies and any applicable antitrust or anti-corruption laws during the course of its business with Foghorn, and monitoring the reasonableness and legitimacy of the services provided by, and the compensation paid to, the Business Partner during the engagement. The scope of any due diligence review of a Business Partner should be proportional to the compliance risks posed by the Business Partner and the nature of the engagement. Any doubts regarding the appropriate scope of such due diligence efforts should be reported to and resolved by the Compliance Officer.

IV. Fraud & Abuse Policy

Providing items of value to potential referral sources implicates state and federal laws that prohibit the payment of any type of remuneration in order to induce referrals of Medicare, Medicaid, or other federal health care program patients. Therefore, any items of value provided to potential referral sources (including but not limited to gifts, special discounts, meals, and travel expenses) must meet the guidelines set forth below, which are intended to ensure that any items provided to referral sources are not intended to induce or reward referrals. Employees who suspect that a violation of the fraud and abuse laws has occurred should disclose that situation to the Compliance Officer.

1. Foghorn does not provide items of value (including gifts or entertainment) to health care professionals, hospitals or other actual or potential sources of business, or to patients, as a means to obtain business or otherwise improperly influence the recipient.
2. Foghorn occasionally may provide educational items to physicians or other potential sources of business, but only if the items benefit patients or serve a genuine educational function, are provided 'no strings attached' and the fair market value of such item(s) does not exceed any limit set by the Compliance Officer.
3. Modest, occasional meals may be provided to health care professionals in connection with educational programs or other bona fide business meetings so long as the meal is subordinate in time, reasonably valued, and focused to the purpose of the meeting. Stricter guidelines apply to business discussions with government employees, as noted below. Generally, in such cases, only minor refreshments may be provided.
4. Payment for travel and lodging may be appropriate if done for a bona fide business reason and in compliance with Company policy.
5. Any exception from the guidelines set forth above must have prior approval from the Compliance Officer.

V. Anti-Corruption and Anti-Bribery Policy

The U.S. Foreign Corrupt Practices Act of 1977, as amended, (the "FCPA") prohibits Foghorn or its agents from giving, promising, authorizing, or offering to give anything of value to a "foreign official", as defined in the FCPA, either directly or through intermediaries, for the purpose of obtaining

or retaining business, directing business to any person, or securing any advantage. Other U.S. and foreign laws also prohibit the bribery or corruption of any person, not only foreign or domestic government officials. As such, Foghorn prohibits and does not tolerate the bribery or corruption of any person.

The following policies are designed to ensure that Foghorn and its personnel are in compliance with the FCPA and similar anti-corruption and anti-bribery laws at all times.

1. All Company employees, as well as any party working on Foghorn's behalf (e.g., Third-party partners), must not make, offer to make, promise to make payments, authorize, or give anything of value,¹ directly or indirectly, to any foreign official,² or to any third party who may subsequently disburse the item of value to any foreign official, to assist Foghorn in obtaining or retaining business or an improper business advantage, whether or not any benefit is actually received.
2. All Company employees must obtain the pre-approval of the Compliance Officer prior to providing anything of value to a foreign official.
3. If confronted with a request or demand for an improper payment, the request or demand must be immediately rejected and reported in the manner prescribed in the section of the Program entitled "Reporting of Compliance Obligations" or "Procedure for Submitting Confidential Complaints." Similarly, if any employee or representative of Foghorn knows or believes that an improper payment has been or will be made, the employee or representative must also report such payment in the manner prescribed in the sections of the Program entitled "Reporting of Compliance Obligations" or "Procedure for Submitting Confidential Complaints."
4. Employees must follow applicable standards, principles, laws and Company practices for accounting and financial reporting. Employees must be timely and complete when preparing all reports and records required by Foghorn. Company personnel must not mischaracterize or omit any transaction on Foghorn's books, and must maintain control over Foghorn's financial records in order to prevent such a mischaracterization or omission.

¹ "Anything of value" includes cash, gifts, travel expenses, entertainment, offers of employment, provision of free services, and business meals. It may also include event sponsorships, consultant contracts, fellowship support, job offers, and charitable contributions made at the request of, or for the benefit of, a foreign official, his or her family, or other relations, even if made to a legitimate charity.

² "Foreign official" includes all officers or employees or agents of a non-U.S. government department, agency or instrumentality; non-U.S. candidates for political office; and employees and officials of public international organizations (e.g., the Red Cross); non-U.S. government-owned or controlled commercial enterprises (e.g., a government owned or controlled hospital, university, or research institute); and spouses or immediate family members of any of the above persons.