

CLIMB BIO, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for employees, officers and directors of Climb Bio, Inc. (the “Company”). This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. Except as otherwise required by applicable local law, this Code applies to the Company and all of its subsidiaries and other business entities controlled by it worldwide.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor or the Chief Operating Officer.

A. Compliance with Laws, Rules and Regulations

The Company requires that all employees, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

B. Compliance with Company Policies

Every employee, officer and director is expected to comply with all Company policies and rules as in effect from time to time. You are expected to familiarize yourself with all such policies.

C. Conflicts of Interest

Employees, officers, and directors must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest” and should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interest interferes with the business interests of the Company. A conflict of interest can arise whenever you, as an employee, officer or director, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

For example:

- No employee, officer or director shall perform services as an employee, officer, director, consultant, advisor or in any other capacity for a competitor of the Company, other than services performed at the request of the Company;
- No employee, officer or director shall have a financial interest in a competitor of the Company, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company; and

- No employee, officer or director shall use such person's position with the Company to influence a transaction with a supplier or customer in which such person has any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Chief Operating Officer or, if you are an executive officer or director, to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

D. Insider Trading

Employees, officers and directors who have material non-public information about the Company or other companies, including the Company's suppliers, customers, partners and collaborators (collectively, "Third Parties") as a result of the relationship of such Third Parties with the Company, are prohibited by law and Company policy from trading in securities of the Company or such Third Parties, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is available on the Company's website at climbbio.com.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any Third Party that you are familiar with by virtue of your relationship with the Company, you should consult with the Compliance Coordinator or a Clearing Officer (as each is defined in the Insider Trading Policy) before making any such purchase or sale.

E. Confidentiality

All information and know-how, whether or not in writing, of a private, secret or confidential nature concerning the Company's business or financial affairs (collectively, "Proprietary Information") is and shall be the exclusive property of the Company. By way of illustration, but not limitation, Proprietary Information may include discoveries, inventions, products, product improvements, product enhancements, processes, methods, techniques, algorithms, formulas, compositions, compounds, negotiation strategies and positions, projects, developments, plans (including business and marketing plans), research data, clinical data, financial data (including sales costs, profits and pricing methods), intellectual property (including patents, copyrights, trademarks and trade secrets), computer programs (including software used pursuant to a license agreement), customer, prospect and supplier lists, and contacts at or knowledge of customers or prospective customers of the Company.

Employees, officers and directors must maintain the confidentiality of Proprietary Information entrusted to them by the Company and the confidentiality of the information entrusted to them by Third Parties and must not disclose any such information, except to the extent disclosure is made following authorization by a supervisor, is otherwise permitted by the Company's policies, or is made in connection with a Permitted Disclosure (as defined in Section M below). Any other disclosure of Proprietary Information or confidential information of Third Parties is prohibited. Additionally, employees should take appropriate precautions to ensure that

confidential or sensitive business information, whether it is proprietary to the Company or a Third Party, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the disclosure exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss Proprietary Information with, or disseminate Proprietary Information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Disclosure Policy, which is available on the Company's website at climbbio.com

F. Honest and Ethical Conduct and Fair Dealing

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

You also must abide by any lawful obligations that you have to any former employer. These obligations may include restrictions on the use and disclosure of a former employer's confidential or proprietary information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

G. Protection and Proper Use of Corporate Assets

Employees, officers and directors should seek to protect the Company's assets, including Proprietary Information. Theft, carelessness and waste have a direct impact on the Company's financial performance. Employees, officers and directors must use the Company's assets, property, information, facilities and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and directors must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself (or for the benefit of anyone other than the Company) personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

H. Gifts and Gratuities

The use of Company funds or assets for gifts, gratuities or other favors to government officials is prohibited, except to the extent such gifts, gratuities or other favors are in compliance with applicable law (and any applicable policy of the Company), insignificant in amount and not given in consideration or expectation of any action by the recipient. The use of Company funds or assets for gifts to any customer, supplier, or other person doing or seeking to do business with the Company is prohibited, except to the extent such gifts are in compliance with the policies of both the Company and the recipient and are in compliance with applicable law.

Employees, officers and directors must not accept, or permit any member of such person's immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable law.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world. The Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

I. Accuracy of Books and Records and Public Reports

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission (the "SEC") and in other public communications.

J. Concerns Regarding Accounting or Auditing Matters

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, in writing to the Company's Chief Operating Officer at 20 William Street, Suite 145 Wellesley Office Park, Wellesley, Massachusetts or may use the toll free telephone number (844) 592-1298 (in the United States) submit such concerns or complaints in accordance with the Company's Whistleblower Policy. The Audit Committee will be notified promptly of all complaints that pertain to an accounting or audit matter and will determine the planned course of action. The Chief Operating Officer will maintain a log of all complaints and will prepare a periodic summary report for each member of the Audit Committee. Each member of the Audit Committee will have access to the log and copies of the log and all documents obtained or created in connection with any investigation will be maintained in accordance with any established document retention policy.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

The Company will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern, unless it is determined that the report was made with knowledge that it was false.

K. Dealings with Independent Auditors

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

L. Waivers of this Code of Business Conduct and Ethics

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee or officer who believes that a waiver of any of these policies is appropriate should first contact such person's immediate supervisor. If the supervisor agrees that a waiver is appropriate, the approval of the Chief Operating Officer must be obtained. The Chief Operating Officer shall be responsible for maintaining a record of all requests by employees or officers for waivers of any of these policies and the disposition of such requests.

Any executive officer or director who seeks a waiver of any of these policies should contact the Chief Operating Officer. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the

Company's Board of Directors or a committee of the Board of Directors and will be disclosed as required by law or stock exchange regulation.

M. Reporting and Compliance Procedures

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations of law or this Code, and express concerns regarding compliance with law or this Code to such person's supervisor or to the Chief Operating Officer, as described below. Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to such person's supervisor or to the Chief Operating Officer. Any supervisor who receives a report of a suspected violation must immediately inform the Chief Operating Officer.

Reports can be made on a confidential or anonymous basis by contacting the Company's Chief Operating Officer by mail or e-mail at: compliance@climbbio.com. In addition, the Company has established a toll-free telephone number (844) 592-1298 where you can leave a recorded message about any suspected violation of law or this Code. If you are outside North America, or if you prefer to use the internet, you may voice your concerns by filling out the web form located at <https://www.whistleblowerservices.com/climbbio>. It is the Company's preference that you identify yourself when reporting a suspected violation so that we may follow up with you, as necessary, for additional information, but there is no requirement that you do so and you may elect to leave a message anonymously if you wish.

While it is the Company's desire to address matters internally, no provision of this Code or of any other agreement or Company policy prohibits you from reporting to a regulatory agency a possible violation of law, including a violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, and you are not precluded from filing a charge or complaint with the SEC or any other federal, state, or local governmental regulatory or law enforcement agency (a "Permitted Disclosure"). The Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because the employee has reported, internally or to a regulatory agency, a suspected violation or has filed a charge or complaint with a regulatory or law enforcement agency. However, if a report is made with knowledge that it was false, the Company may take appropriate disciplinary action against the employee, up to and including termination.

If the Chief Operating Officer receives information regarding an alleged violation of law and/or this Code, the Chief Operating Officer shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Operating Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company

regarding an alleged violation. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether a violation has occurred and, if so, shall determine the disciplinary measures to be taken against any employee involved with such violation. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director. The Company may refer any apparent violation of law to the appropriate governmental or regulatory authorities for investigation or prosecution.

Failure to comply with the standards outlined in this Code will result in disciplinary action, which may include, but are not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Moreover, any supervisor who directs or approves of any conduct in violation of law or this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

No provision of this Code or of any other agreement or Company policy prohibits you from making disclosures or communications to engage in protected, concerted activity or otherwise exercising rights under Section 7 of the National Labor Relations Act, or from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

N. Dissemination and Amendment

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of employment or other relationship with the Company and shall also be distributed annually to each employee, officer and director of the Company. Each employee, officer and director shall certify having received, read and understood the Code and as to compliance with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Company's website.

This document is not an employment contract between the Company and any of its employees, officers or directors.

Certification

I, _____ do hereby certify that:
(Print Name Above)

1. I have received and carefully read the Code of Business Conduct and Ethics of [Eliem Therapeutics], Inc.
2. I understand the Code of Business Conduct and Ethics.
3. I have complied and will continue to comply with the terms of the Code of Business Conduct and Ethics.
4. Except as noted below, I do not know or believe that any employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or the Code of Business Conduct and Ethics.

Exceptions (describe, or state "None"):

Date: _____ (Signature)

EACH EMPLOYEE, OFFICER AND DIRECTOR IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO CHIEF OPERATING OFFICER. FAILURE TO DO SO MAY RESULT IN DISCIPLINARY ACTION. SUSPECTED VIOLATIONS SHOULD BE REPORTED TO (844) 592-1298