

CLIMB BIO, INC.

Disclosure Policy

1. OBJECTIVE AND APPLICATION

1.1. Objective. The objective of this Disclosure Policy is to ensure that communications to the public by or on behalf of Climb Bio, Inc. (the “Company”) are:

- factual, accurate and balanced;
- disseminated on a timely basis and in a manner reasonably designed to provide broad, non-exclusionary distribution of information to the public; and
- made in a manner that complies with Regulation FD and other applicable laws.

1.2. Application. This Disclosure Policy applies to all employees, consultants and other agents and representatives of the Company and its subsidiaries and all members of the Board of Directors of the Company.

2. AUTHORIZED SPOKESPERSONS; AUTHORIZED AND PROHIBITED COMMUNICATIONS

2.1. Communications with Media, Market Professionals and Securityholders

2.1.1. Only the following persons (the “Authorized Spokespersons”) are authorized to communicate on behalf of the Company with (including responding to inquiries from) the media, market professionals (e.g., securities analysts, institutional investors, investment advisers, brokers and dealers) and securityholders:

- the Chief Executive Officer;
- the Chief Operating Officer

The Company will maintain procedures designed to ensure that the Authorized Spokespersons are kept informed of material developments affecting the Company.

An Authorized Spokesperson may designate other officers of the Company to respond to inquiries regarding specific areas of interest and may designate additional Authorized Spokespersons, as necessary or appropriate.

2.1.2. Company directors, employees, consultants, and other agents and representatives (other than the Authorized Spokespersons) receiving any

inquiries from the media, market professionals or securityholders shall not respond to such inquiries on behalf of the Company other than to refer the questioner to an Authorized Spokesperson.

- 2.1.3. Notwithstanding Section 2.1.2, Company employees assigned to the Company's investor relations and marketing groups may respond to routine inquiries for publicly available information (and disseminate information) in a manner consistent with the guidelines established from time to time by an Authorized Spokesperson.

2.2. Communications with Others Outside the Company

- 2.2.1. Company directors, employees, consultants, and other agents and representatives (other than the Authorized Spokespersons) shall not discuss Proprietary Information (as defined below) with, or disseminate Proprietary Information to, anyone outside the Company, except in the ordinary course of business as required in the performance of their Company duties. Without limiting the foregoing, Company directors, employees, consultants, and other agents and representatives may not post messages (whether through use of a Company-provided computer or otherwise) containing Proprietary Information to Internet chat rooms, message boards, social media websites, news groups or any other similar forums.
- 2.2.2. Company directors, employees, consultants, and other agents and representatives (other than the Authorized Spokespersons) shall not disclose Proprietary Information concerning the Company to anyone outside of the Company in the absence of appropriate confidentiality arrangements.
- 2.2.3. Except in the ordinary course of business as required in the performance of their Company duties, Company directors, employees, consultants, and other agents and representatives shall not respond to inquiries from anyone outside of the Company about the Company's customers, suppliers or business partners without prior approval from an Authorized Spokesperson.
- 2.2.4. 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),

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.

3. “NO COMMENT” POLICY

3.1. Policy. Until such time as the Company has made appropriate public disclosure (as described in Section 4.2), as authorized by the Board of Directors or the Chief Executive Officer, no Company directors, employees, consultants, and other agents and representatives may comment on or substantively respond to inquiries or rumors concerning:

- prospective corporate developments or transactions involving the Company (including without limitation inquiries or rumors relating to the status of discussions, or the Company’s plans, with respect to an acquisition of or by the Company); or
- projections of, or guidance regarding, future financial performance by the Company (including without limitation reaffirmation of any previously provided projections or earnings guidance).

3.2. Responses to Rumors. All Company directors, employees, consultants, and other agents and representatives shall respond to any inquiry or rumor regarding the matters set forth in Section 3.1 only with a statement to the effect that it is the policy of the Company (i) not to comment on or respond to inquiries or rumors concerning prospective corporate developments or transactions and (ii) not to reaffirm, other than through appropriate public disclosure, previous statements or guidance about future financial performance.

3.2.1. It is important for all Company directors, employees, consultants, and other agents and representatives to recognize that a statement to the effect that they are “not aware of any information” or a denial that any corporate development or transaction exists is inconsistent with the requirements of this Section 3.2. Section 3.2 requires a statement to the effect that “It is the policy of the Company not to comment on or respond to inquiries or rumors concerning prospective corporate developments or transactions or future financial performance.”

3.2.2. A denial or statement of absence of knowledge will undercut the ongoing effectiveness of the Company’s no comment policy, and if inaccurate, could result in liability as a false and misleading statement.

4. DISCLOSURE OF MATERIAL NONPUBLIC INFORMATION

4.1. Definitions of “Material” and “Nonpublic”

4.1.1. Material Information. Information concerning the Company is considered material if there is a substantial likelihood that a reasonable investor would consider the information important in making an investment decision with respect to the Company's securities. Stated another way, there must be a substantial likelihood that a reasonable investor would view the information as having significantly altered the "total mix" of information available about the Company. Material information can include positive or negative information about the Company. Information concerning any of the following subjects, or the Company's plans with respect to any of these subjects, would often be considered material:

- the Company's liquidity, cash burn rate, revenues, earnings or losses;
- a significant merger or acquisition involving the Company;
- a significant licensing or collaboration agreement or serious discussions regarding such an agreement;
- a change in control of the Company;
- a significant change in the management or the Board of Directors of the Company;
- the public or private sale of a significant amount of securities of the Company;
- the Company's decision to commence or terminate the payment of cash dividends;
- the establishment of a program to repurchase securities of the Company;
- a stock split;
- a default on outstanding debt of the Company or a bankruptcy filing;
- a new product release or a significant development, invention or discovery;
- information concerning FDA actions or other significant regulatory developments, including significant new clinical trial results or a significant product recall;
- information concerning the Company's ongoing and planned clinical trials and pre-clinical studies, including the timing of and findings and data from such trials and studies;

- the loss, delay or gain of a significant contract, sale or order or other important development regarding customers, business partners or suppliers;
- a significant operational issue or investigation of a potential such issue, including cybersecurity incidents and product defects;
- a conclusion by the Company or a notification from its independent auditor that any of the Company's previously issued financial statements should no longer be relied upon; or
- a change in or disagreement (within the meaning of Item 304 of Regulation S-K) with the Company's independent auditor.

This list is illustrative only and is not intended to provide a comprehensive list of circumstances that could give rise to material information.

4.1.2. Nonpublic Information. Information concerning the Company is considered nonpublic if it has not been disseminated in a manner making it available to investors generally.

4.2. Manner of Disclosure. The Company shall make disclosures of material nonpublic information only:

- by means of a press release which is distributed in a manner reasonably designed to ensure wide dissemination;
- on a conference call or in another forum that is reasonably designed to provide broad, non-exclusionary distribution of the information to the public and for which adequate advance notice has been provided;
- in a filing with the SEC on an appropriate form;
- by any other means, including posting on the Company's website, which, after consultation with counsel, is believed to provide broad, non-exclusionary distribution of the information to the public in a manner satisfying the requirements of Regulation FD and other applicable laws; or
- pursuant to a confidentiality agreement or by such other means which, after consultation with counsel, is believed to be in compliance with Regulation FD and other applicable laws.

4.3. Safe Harbor. All public disclosures of forward-looking information shall invoke the safe harbor under the Private Securities Litigation Reform Act, which requires, among other things, that (i) oral forward-looking statements cite readily available written materials (such as SEC filings) that include meaningful cautionary statements and (ii) written forward-looking statements be accompanied

by meaningful cautionary statements. In order to facilitate the invocation of the safe harbor with respect to oral forward-looking statements, the Company shall, in accordance with applicable SEC requirements, keep the risk factors included in its SEC filings up to date so as to accurately reflect the current risks and uncertainties confronting the Company.

- 4.4. Analyst and Investor Meetings. The Authorized Spokespersons may respond to inquiries from, or meet with, securities analysts and investors in nonpublic forums. Such interactions serve a legitimate purpose by assisting analysts and investors in gaining a better understanding of the Company and providing investors with the opportunity to meet and assess management. However, the Company shall not intentionally disclose any material nonpublic information in those nonpublic interactions.
- 4.5. Non-intentional Disclosures. In the event of any non-intentional disclosure of material nonpublic information which creates a duty under Regulation FD to make a public disclosure of such information, the Company shall promptly make such public disclosure. The term “promptly” means as soon as reasonably practicable (but in no event after the later of 24 hours or the commencement of the next day’s trading on the New York Stock Exchange) after a senior official of the Company learns that there has been a non-intentional disclosure. In the event of any other disclosure of material nonpublic information in violation of Regulation FD, the Company shall make public disclosure of such information as soon as reasonably practicable.
- 4.6. Dissemination of Information Within the Company. The Company should take reasonable steps to ensure that material nonpublic information is disseminated only to the Authorized Spokespersons, other senior executives and directors and those employees, consultants or other agents and representatives who need to know such information in the performance of their Company duties.
- 4.7. Disclosure Committee. The Company has a Disclosure Committee, that will prepare or oversee the preparation of all Company statements, presentations and scripted communications, including investor presentations.
- 4.8. Company Website. The Company shall monitor and periodically update its website so that the information on its website is accurate and not misleading.

5. COMPLIANCE WITH LAWS

- 5.1. Regulation FD. This Disclosure Policy is intended to be applied in a manner that is consistent with the requirements of Regulation FD.
- 5.2. Applicable Laws. All public disclosures by the Company should be made in compliance with all applicable laws, including without limitation the antifraud provisions of Rule 10b-5 under the Securities Exchange Act of 1934 and

Regulation G and Item 10(e) of Regulation S-K (concerning non-GAAP financial measures).

- 5.3. Stock Exchange Requirements. The Company shall comply with the rules of the Nasdaq Stock Market with respect to providing advance notice of significant public announcements to such exchange. In addition, notwithstanding any provision of this Disclosure Policy, the Authorized Spokespersons are authorized to make such disclosures as may be required to satisfy the rules and regulations of the Nasdaq Stock Market.
- 5.4. Insider Trading. All Company employees and directors are reminded that, in addition to the matters covered in this Disclosure Policy, Company policy and the federal securities laws prohibit:
- any employee or director who is aware of material, nonpublic information concerning the Company from purchasing or selling securities of the Company, from recommending to another person that they do so, or from disclosing such information to any other person if such person may misuse that information, such as by purchasing or selling Company securities or tipping that information to others; and
 - any employee or director who is aware of material, nonpublic information concerning another company which such employee or director learned in the course of the service of such employee or director to the Company from purchasing or selling securities of such other company, from recommending to another person that they do so, or from disclosing such information to any other person if such person may misuse that information, such as by purchasing or selling securities of such other company or tipping that information to others.

A copy of the Company's Insider Trading Policy is distributed from time to time, and is available on the Company's website at climbbio.com

- 5.5. Labor Laws. Nothing in Section 2 shall be deemed to prohibit Company employees from engaging in any concerted activity protected by the rules and regulations of the National Labor Relations Board.
- 5.6. Public Offerings. Notwithstanding any provision of this Disclosure Policy, the Authorized Spokespersons are authorized, in connection with a public offering of securities by the Company, to make such disclosures (including through participation in road show meetings) as they may, in consultation with counsel, deem necessary or appropriate.
- 5.7. Fiduciary Duties. Nothing in this Disclosure Policy shall be construed to prohibit or restrict any member of the Company's Board of Directors from acting in a manner required to satisfy the fiduciary duties of a director.