

## **Cogent Biosciences, Inc.**

### **Code of Business Conduct and Ethics**

#### **Introduction**

##### ***Purpose and Scope***

The Board of Directors (the “Board”) of Cogent Biosciences, Inc. (together with its subsidiaries, the “Company”) established this Code of Business Conduct and Ethics (the “Code”) to aid the Company’s directors, officers, employees and certain designated agents in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties.

The Board or a committee of the Board is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Chief Compliance Officer. Our Chief Legal Officer has been appointed the Company’s Chief Compliance Officer under this Code.

The Company expects its directors, officers, employees and designated agents to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers, employees and designated agents to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. The Company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages each officer and employee to speak with his or her supervisor (if applicable or appropriate) or the Chief Compliance Officer.

##### ***Contents of this Code***

This Code has two sections. The first section, “*Standards of Conduct*,” contains the actual guidelines that our directors, officers, employees and designated agents are expected to adhere to in the conduct of the Company’s business. The second section, “*Compliance Procedures*,” contains specific information about how this Code functions, including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and penalized. This section also contains a discussion about waivers of and amendments to this Code.

##### ***A Note About Other Obligations***

The Company’s directors, officers, employees and designated agents generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations that you may have to the Company. Instead, the standards in this Code should be viewed as the *minimum standards* that the Company expects from its directors, officers, employees and certain designated agents in the conduct of the Company’s business.

## **Standards of Conduct**

### ***Conflicts of Interest***

The Company recognizes and respects the right of its directors, officers, employees and certain designated agents to engage in outside activities that they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors, officers, employees and designated agents must avoid situations that present a potential or actual conflict between their own interests and the Company's interests.

A "conflict of interest" occurs when a director's, officer's, employee's or designated agent's personal or business interest interferes with the Company's interests. Conflicts of interest may arise in many situations. Conflicts of interest can arise when a director, officer, employee or designated agent takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in the Company's best interests. Conflicts of interest may also occur when a director, officer, employee, designated agent or an immediate family member, receives some personal benefit (whether improper or not) as a result of the director's, officer's, employee's or designated agent's position with the Company. Each individual's situation is different and in evaluating his or her own situation, a director, officer, employee or designated agent will have to consider many factors. Examples of circumstances that may involve a conflict of interest include, but are not limited to:

- Employment (including consulting) or service on the board of a competitor, customer, supplier, or other service provider;
- Owning, directly or indirectly, a significant financial interest, including direct stock ownership, in any entity that does business, seeks to do business or competes with the Company. This includes conducting Company business transactions with your family members, including spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives;
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with the Company, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with us;
- Taking personal advantage of corporate opportunities (as detailed below);
- Moonlighting without permission; or
- Exercising supervisory or other authority on behalf of the Company over a coworker who is also a family member.

Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Chief Compliance Officer for evaluation. The Chief Compliance Officer may notify the Board or a committee thereof as he deems appropriate.

### ***Honest and Ethical Conduct***

The Company's policy is to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The integrity and reputation of the Company depend on the honesty, fairness and integrity of each director, officer, employee and designated agent. Unyielding personal integrity is the foundation of corporate integrity.

### ***Compliance with Laws, Rules and Regulations***

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. No director, officer, employee or designated agent shall engage in any unlawful activity in conducting the Company's business or in performing his or her day-to-day company duties, nor shall any director, officer, employee or designated agent instruct others to do so. Questions related to compliance with applicable laws, rules and regulations should be directed to an employee's supervisor or the Chief Compliance Officer.

### ***Insider Trading***

The Company requires compliance with all applicable securities laws, including those with respect to insider trading. The Company's Statement of Company Policy on Insider Trading and Disclosure provides the Company's guidelines with respect to trading in the Company's securities or securities of certain other public companies with which the Company has a preexisting or prospective relationship. All directors, officers, employees and designated consultants and contractors are expected to comply with the Company's Statement of Company Policy on Insider Trading and Disclosure.

### ***Protection and Proper Use of the Company's Assets***

Loss, theft and misuse of the Company's assets have a direct impact on the Company's business and its financial status. Employees, officers, directors and designated agents are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Employees, officers, directors and designated agents are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes. Personal use of the Company's funds or property, including charging personal expenses as business expenses, inappropriate reporting or overstatement of business or travel expenses and inappropriate usage of Company equipment or the personal use of supplies or facilities without advance approval from an appropriate officer of the Company, may be considered a breach of the Code.

### ***Corporate Opportunities***

Employees, officers, directors and designated agents owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer, director and designated agent is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company unless such opportunity has first been presented to, and rejected by, the Company;
- using the Company's property or information or his or her position for improper personal gain; or
- competing with the Company.

### ***Confidentiality***

Confidential information generated and gathered in the Company's business plays a vital role in the Company's business, prospects and ability to compete. "Confidential information" includes without limitation all non-public information that might be of use to competitors or other third parties, or harmful to the Company or its customers if disclosed. Directors, officers, employees and designated agents may not disclose or distribute the Company's proprietary information or trade secrets, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, officers, employees and designated agents shall use any such confidential information solely for legitimate company purposes. Directors, officers, employees and designated agents must return all of the Company's proprietary information and trade secrets in their possession to the Company when they cease to be employed by or to otherwise serve the Company.

### ***Fair Dealing***

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. Unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects, as well as subjecting the Company and relevant individuals to criminal and civil liability. Accordingly, it is the Company's policy that directors, officers, employees and designated agents must deal ethically and lawfully with the Company's customers, suppliers, competitors, employees and designated agents in all business dealings on the Company's behalf. No director, officer, employee or designated agent should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts. Moreover, all directors, officers, employees and designated agents must comply with the antitrust, unfair competition and trade regulation laws of the United States and all of the other countries in which the Company does business.

### ***Accuracy of Records***

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's continued and future business success. No director, officer, employee or designated agent may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In

addition, no director, officer, employee or designated agent may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees and designated agents, who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

### ***Quality of Public Disclosures***

The Company is committed to providing its shareholders with complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and any earnings releases and similar public communications made by the Company, include fair, timely and understandable disclosure. Officers, employees and designated agents who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. The Company's Disclosure Committee is primarily responsible for monitoring the Company's public disclosure.

### ***Clinical Development***

As a biotechnology company focused on developing precision therapies for genetically defined diseases, the Company is in one of the most heavily regulated industries in the world. The Company recognizes this and accordingly supports, acknowledges and is committed to compliance with all applicable laws, rules and regulations governing the pharmaceutical and biotechnology industries, including federal and state anti-kickback and fraud and abuse laws. We follow the International Council for Harmonization of Technical Requirements for Pharmaceuticals for Human Use ("ICH") guidelines on Good Clinical Practice ("GCP") and the ethical principles that have their origin in the Declaration of Helsinki in designing and conducting our clinical trials, and our manufacturing partners are required to follow FDA regulations on Current Good Manufacturing Practices ("CGMP"). Our protocols are approved by national and local bodies and all of our participants undergo thorough and informed consent processes.

Among other things, the Company's:

- research and development procedures must abide by applicable regulatory requirements and be conducted with respect for the research participants involved;
- manufacturing procedures must abide by applicable regulatory requirements;
- statements and/or claims that we make about our investigational or approved products, if any, will be grounded in scientific data and evidence, and accepted medical practice; and
- other activities and functions including without limitation financial, environmental health and safety, and product manufacturing, must comply with applicable regulations.

### ***Gifts; Bribes, Kickbacks and Other Improper Payments***

The Company strictly prohibits its directors, officers, employees, and designated agents,

and any party acting on behalf of the Company from offering anything of value to an existing or potential clinical investigator, IRB, patient or other party that would inappropriately influence the design, conduct, enrollment or outcome of clinical studies, or for any other improper purpose. Such prohibited conduct would include a Company director, officer, employee, or designated agent offering something of value to any party that would inappropriately influence the recipient to select, purchase, prescribe, or recommend a Company product. Laws, such as U.S. Anti-Kickback Statute and the federal anti-bribery statute (18 U.S.C. § 201), as well as the laws of many U.S. states, criminalize such types of conduct.

To be clear, these prohibitions extend to all external business relationships and to any improper benefits provided indirectly (e.g., through a third party) or to a close family member of an impermissible recipient. To avoid violating Company policy and relevant laws, giving or receiving gifts, meals, or entertainment involving our external business relationships or other third parties should meet all of the following criteria:

- they do not violate applicable law or fail to comply with another Company policy;
- they do not constitute a bribe, kickback or other improper payment;
- they have a valid business purpose;
- they are appropriate as to time, place, and value (modest, not lavish or extravagant);
- they are infrequent;
- they do not influence or appear to influence the behavior of the recipient; and
- you have no other reason to believe that the intended recipient may not receive them.

Gifts of cash or cash equivalents, or marketable securities may not be given or accepted regardless of amount. Additionally, the U.S. Foreign Corrupt Practices Act (“FCPA”) prohibits any individual or business in or from the United States from authorizing, offering or paying money, a gift or bribe, or anything else of value, directly or indirectly, to any non-U.S. official, foreign political party or party official, or candidate for foreign political office for the purpose of influencing an official act or decision or seeking influence with a foreign government in order to obtain, retain or direct business to the Company or to any person or to otherwise secure any other improper business advantage. In short, such improper activity cannot be used to improve the business environment for the Company in any way. Please note that employees of public health systems and state-owned hospitals typically qualify as “foreign officials.”

As is the case under U.S. law, even inexpensive gifts to government or political party officials, such as tickets to sporting events, may constitute a violation of the FCPA. If questions arise with respect to expenses to be incurred on behalf of foreign officials, consult with the Chief Compliance Officer before the Company pays or agrees to pay such expenses.

### ***Prohibition Against Discrimination; Equal Opportunity Employment***

The Company is committed to maintaining the highest integrity in our work environment. Our employees must comply with all applicable employment laws and our policies addressing

workplace conduct. We base hiring, promotions and performance management decisions on qualifications and job performance. The Company's policy is to treat each employee and job applicant without regard to race, color, age, gender, sex, religion, national origin, sexual orientation, ancestry, veteran status or any other category protected by law. Employees must refrain from acts that are intended to cause, or that do cause, unlawful employment discrimination. The Company also accommodates qualified disabled employees and applicants consistent with applicable laws.

***The Company prohibits harassment in the workplace, including, but not limited to, sexual harassment. Consistent with this policy, we will not tolerate harassment by any of our employees, customers or other third parties. Harassment includes verbal or physical conduct which threatens, offends or belittles any individual because of his or her gender, sex, race, color, age, religion, national origin, sexual orientation, ancestry, veteran status or any other category protected by law. Retaliation against an employee for alleging a complaint of harassment or discrimination or for participating in an investigation relating to such a complaint will also not be tolerated.***

### **Compliance Procedures**

#### ***Communication of Code***

All directors, officers, employees and designated agents will be supplied with a copy of the Code upon its enactment and, thereafter, upon beginning service at the Company and will be asked to review and sign an acknowledgment regarding the Code annually. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers, employees and designated agents by requesting one from the Chief Compliance Officer, or by accessing the Company's website at <https://investors.cogentbio.com/>, under "Corporate Governance."

#### ***Monitoring Compliance and Disciplinary Action***

The Company's management, under the supervision of its Board or a committee thereof or, in the case of accounting, internal accounting controls, auditing or securities law matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code will be determined in the Company's sole discretion and may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution.

The Company's management shall periodically report to the Board or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

#### ***Reporting Concerns/Receiving Advice***

## **Communication Channels**

*Be Proactive.* Every employee, officer and designated agent is expected to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. **If any employee, officer or designated agent believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, he or she must bring the matter to the attention of the Company. Nothing in this Code is intended, or should be understood, to preclude employees from exercising their rights under the National Labor Relations Act.**

*Seeking Guidance.* The best starting point for an officer, employee or designated agent seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee, officer or designated agent has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer, employee or designated agent does not feel that he or she can discuss the matter with his or her supervisor, he or she should raise the matter with the Chief Compliance Officer.

*Communication Alternatives.* Any officer, employee or designated agent may communicate with the Chief Compliance Officer by any of the following methods:

- in writing, which may be done anonymously as set forth below under "Reporting; Anonymity; Retaliation", addressed to the Chief Compliance Officer by  
U.S. mail to c/o Cogent Biosciences, Inc., 275 Wyman Street, 3rd Floor, Waltham, MA 02451;
- by e-mail to [evan.kearns@cogentbio.com](mailto:evan.kearns@cogentbio.com) (anonymity cannot be maintained), or through an electronic submission at <https://www.whistleblowerservices.com/cogt/> (which is managed by a third-party required to maintain the anonymity of the sender if so requested); or
- by calling 888-639-7294, which is the "Speak Up Line" that the Company has established for receipt of questions and reports of potential violations of the Code, the FCPA or the Company's FCPA Policy. The Speak Up Line is managed by a third-party required to maintain the anonymity of the caller if so requested. See below under "Reporting; Anonymity; Retaliation" for more information.

*Reporting Accounting, Securities Law and Similar Concerns.* Any concerns or questions regarding potential violations of the Code, any other company policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls, auditing or federal securities law (including FCPA) matters should be directed to the Chief Compliance Officer. However, you may also report such matters to the Audit Committee or a designee of the Audit Committee. Officers, employees or designated agents may communicate with the Audit

Committee or its designee:

- in writing to: Chair of the Audit Committee, c/o Cogent Biosciences, Inc., 275 Wyman Street, 3<sup>rd</sup> Floor, Waltham, MA 02451;
- by an electronic submission at <https://www.whistleblowerservices.com/cogt/> (which is managed by a third-party required to maintain the anonymity of the sender if so requested); or
- by phoning the Speak Up Line and asking that the matter be forwarded to the Chair of the Audit Committee.

Officers, employees and designated agents may use the above methods to communicate anonymously with the Audit Committee.

*Cooperation.* Employees, officers and designated agents are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other Company policy or procedure, or any applicable law, rule or regulation.

*Misuse of Reporting Channels.* Employees must not use these reporting channels in bad faith or in a false or unreasonable manner.

### **Reporting: Anonymity: Retaliation**

When reporting suspected violations of the Code, the Company prefers that officers, employees and designated agents identify themselves in order to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer, employee or designated agent wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person and the report, to the extent possible consistent with the Company's obligation to conduct a thorough investigation and applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as possible to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### **No Retaliation**

The Company expressly forbids any retaliation against any officer, employee or designated agent who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct or otherwise assists in the Company's investigation of ethical concerns or alleged misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against such an officer, employee or designated agent in the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

### ***Waivers and Amendments***

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes, without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, a committee thereof, and (ii) if applicable, such waiver is promptly disclosed to the Company's shareholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Chief Compliance Officer, the Board or, if permitted, a committee thereof. All amendments to the Code must be approved by the Board or a committee thereof and, if applicable, must be promptly disclosed to the Company's shareholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

The Company reserves the right to amend any provision of this Code at any time, subject to the requirements for approval set forth above.

This Code is not an employment contract. By issuing this Code, the Company has not created any contractual rights.

Last amended: April 30, 2026