

# CODE OF BUSINESS CONDUCT AND ETHICS



SYR::S



# CONLEY CHEE

PRESIDENT AND CEO

Dear Colleagues:

Syros has been through many changes over the last year as we streamlined the company in preparation to launch our first product. What has not changed is our focus on patients: we remain committed to developing medicines that provide a profound benefit for people living with difficult-to-treat diseases.

Another constant of Syros is our commitment to our core values and a culture of compliance. We believe that doing the right thing from an ethical perspective will enable us to do the right thing for the patients and healthcare professionals we hope to serve.

As we grow and mature as a company, and get closer to achieving our goal of bringing new treatments to patients, our Code of Business Conduct and Ethics is growing with us. Every year, we review and refresh the Code in light of the expectations of regulators, as well as the expectations to which we hold ourselves in the work that we do. Our Code is an expression of the culture each of us contributes to, and is the practical application of our values.

We are in an important phase of Syros' journey. We are all working hard to deliver on the promise of our scientific approach, and I hope that the Code will help guide all of us in our decision-making. My door, and the doors of the Legal and Compliance team, are always open if you have questions along the way.

Best Regards,

A handwritten signature of Conley Chee in black ink, written in a cursive style.

**Conley Chee**

**SYROS PHARMACEUTICALS, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

**Introduction**

This Code of Business Conduct and Ethics (the “**Code**”) provides a general statement of the legal and ethical standards of conduct to which employees, officers and directors of Syros Pharmaceuticals, Inc. and its affiliates (collectively, the “**Company**” or “we”, “us” and “our”) should comply. You are expected to read, become familiar with, and act at all times in accordance with the standards set out in the Code and other Company policies and procedures. We will also require you on at least an annual basis to affirm your agreement to adhere to the Code.

In large part, complying with the Code is no different than operating in accordance with our Core Values:

**AS ONE TEAM, STRENGTHENED BY OUR DIVERSITY, WE:**



We expect you to always *operate with integrity and respect* in your interactions with each other and our external stakeholders, *inspire excellence* by holding the individuals with whom you work accountable for operating in a manner consistent with the Code, and *communicate transparently* by reporting violations of the Code.

We are proud of what we have accomplished to date and seek your commitment to continued excellence as the Company changes and grows in the future. We consider any violation of the Code to be a serious breach of our trust, and any violation of it will result in disciplinary action, up to and including termination of your employment. In addition, if you are or become aware of someone’s violation of this Code, you have a duty to report it in the manner described below. We depend on your commitment to uphold our company culture and Core Values and will view your reporting of violations in that context.

While the Code covers multiple scenarios and activities, it cannot possibly address every challenging situation that could arise. If you face such a situation, we suggest taking the following approach to *embrace the challenge*:

- consider whether your actions would conform with the intent of the Code;
- consider whether your actions could create even a *perception* of impropriety;
- make sure you have all the relevant facts and context;
- consider discussing the matter with your supervisor or a member of our Leadership Team; and

- seek help, because it is always better to seek assistance before you act than making a preventable mistake.

## Reporting Violations

If you know or believe that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law, relevant industry codes, this Code, or any other Company policies or procedures, you must report that information to your supervisor or to either the Chief Financial Officer or Chief Legal Officer, except where this Code provides that you may report the information to a different Company representative. A failure to make such a report is also a violation of the Code. Any supervisor who receives a report of a violation of this Code must immediately inform either the Chief Financial Officer or Chief Legal Officer. If, after reporting a potential violation to your supervisor, you continue to feel that the issue has not been adequately addressed, you should report this concern through any of the other channels described in this Code.

In addition, if you have any concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters, you are encouraged to report those directly to the Chief Financial Officer or anonymously in the manner described below.

You may report such conduct openly or anonymously without fear of retaliation. We will not discipline, discriminate against, or retaliate against any employee who reports such conduct (unless the report was made knowing the allegations were false) or who cooperates in any investigation or inquiry regarding such conduct.

You may report violations or suspected violations of the Code or any concerns regarding accounting or auditing matters, on a confidential or anonymous basis, in any of the following ways:

| By Mail  | By Telephone                  | On the Internet   |
|--|-------------------------------|---|
| 35 CambridgePark Drive, 4 <sup>th</sup> Floor<br>Cambridge, Massachusetts 02140<br>Attn: Chief Legal Officer | (844) 413-0906<br>(toll free) | <a href="https://www.whistleblowerservices.com/syrs">https://www.whistleblowerservices.com/syrs</a> |

The telephone and e-mail messages will be delivered to the Chair of the Audit Committee of our Board of Directors, who will address the report as appropriate. While we prefer that you identify yourself when reporting violations so we can follow up with you if additional information is needed, you may leave messages anonymously if you wish.

If the Chief Financial Officer or Chief Legal Officer receives information regarding an alleged violation of the Code, he or she will, as appropriate:

- evaluate the information;
- if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation;
- determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, conduct the inquiry or investigation;
- report the results of any inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action (or if the alleged

violation involves an executive officer or a director, report the results of the inquiry or investigation to the Board of Directors or one of its committees).

The Chief Legal Officer will be responsible for determining whether a non-executive employee has violated the Code, and the Board of Directors will be responsible for determining whether an executive officer or director has violated the Code. If a non-executive employee is found to have violated the Code, the Chief Legal Officer, together with the Chief Executive Officer, Head of Human Resources and other members of management deemed relevant, will determine the disciplinary measures to be taken. If the violation involves an executive officer or a director, the Board of Directors will determine the disciplinary measures to be taken against the executive officer or director.

You are expected to cooperate fully with any inquiry or investigation that we make regarding a violation or alleged violation of this Code. You will not be subject to discipline, discrimination, or retaliation for cooperating with any such inquiry or investigation. It is a violation of the Code to destroy any books or records related to a violation of the Code or any applicable law or regulation. It is also a violation of the Code to obstruct or make false or misleading statements in any inquiry or investigation (whether by us or a governmental authority) related to a violation or alleged violation of the Code or applicable law or regulation.

For clarity, nothing in the Code or any other Company policy prohibits you from voluntarily reporting any possible illegal activity, including any violation of the securities laws, healthcare compliance laws, antitrust laws, environmental laws or any other federal, state or non-U.S. law, rule or regulation, to the appropriate government authority. In addition, the Code will not prohibit you from engaging in concerted activity protected by the rules and regulations of the National Labor Relations Board or from testifying, participating, or otherwise assisting in any state or federal administrative, judicial, or legislative proceeding or investigation.

### **Compliance with Applicable Laws and Company Policies**

Obeying the law, both in letter and in spirit, is the foundation of the Code. We require that you comply with all laws, rules and regulations applicable to the Company wherever it does business. We expect you to understand the legal and regulatory requirements applicable to your areas of responsibility. You are also required to comply with all Company policies and rules as in effect from time to time. You are expected to familiarize yourself with such policies, which can be found on our intranet site or in our quality management system.

We provide training and support professional development activities to help you comply with applicable laws and regulations and understand Company policies. While it may not be possible to understand every nuance of these laws, regulations and policies, we do expect you to use good judgment and common sense in complying with them and to seek advice from others when you are not certain.

### **Equity, Diversity and Inclusion; Freedom from Harassment**

We operate with compassion, humility, advocacy, and awareness to foster an inclusive environment where all our employees are inspired to achieve their full potential. We believe the unique talents, backgrounds, and perspectives of each member of our community strengthens our coordinated expression, making our company stronger and helping us to achieve our mission of developing medicines to transform patients' lives.

Consistent with our commitment to equity, diversity and inclusion, we do not tolerate discrimination against or harassment of anyone who works for or with our Company (including employees, consultants, customers and suppliers) on the basis of sex (including pregnancy, childbirth or related medical conditions), race, color, religion, ethnicity, national origin, ancestry, age, physical or mental disability, veteran status, marital status, sexual orientation, gender identity, genetic information, or any other basis protected by law. If you believe that you or someone else may be the target of discrimination or harassment, please report it to the Human Resources Department.

### **Workplace Safety**

We are committed to providing a safe and healthy work environment, free of threats to your health, safety and well-being. You are required to comply with our established safety rules and procedures, as well as applicable laws and regulations regarding workplace safety. You have a responsibility to report to the Facilities Department any unsafe working conditions or workplace accidents or injuries, whether you are directly involved or a witness.

### **Public Company Reporting**

As a public company, we are subject to numerous disclosure obligations and recordkeeping procedures, and we take seriously the reliance that our investors place on us to provide accurate and timely information about our business. Therefore, it is our policy to:

- comply with generally accepted accounting principles;
- maintain a system of internal accounting and disclosure controls and procedures that provides management with reasonable assurances that transactions are properly recorded, and that material information is known to management;
- maintain books and records that accurately and fairly reflect transactions;
- prohibit establishment of material undisclosed or unrecorded funds or assets;
- provide full, fair, accurate, timely and understandable disclosure in all documents and reports that we file with the Securities and Exchange Commission ("**SEC**"); and
- report any concerns or complaints we receive regarding accounting or auditing matters to the Audit Committee of the Board on a quarterly basis.

Consequently, you must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. In addition, you may not make a materially false or misleading statement or omission to an accountant in connection with any audit, review or examination of our financial statements or the preparation or filing of any document or report with the SEC. It is also a violation of the Code to 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 our financial statements.

### **Conflicts of Interest**

We respect the rights of our employees to manage their personal affairs and do not wish to interfere with their personal lives. At the same time, you must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest". In fact, you should seek to avoid even the *appearance* of a conflict of interest. A conflict of interest occurs when a personal interest or activity of

yours could influence or interfere with the business interests of the Company or prevent you from performing your Company duties and responsibilities honestly, objectively, and effectively. Examples of potential conflicts of interest include:

- being a consultant to, or a director or employee of, or otherwise operating an outside business that is a significant competitor or supplier of the Company;
- having, or permitting any close relative to have, a financial interest in a direct competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- being a consultant to, or a director or employee of, or otherwise operating an outside business if the demands of the outside business would materially interfere with your ability to satisfy your responsibilities for the Company;
- having a significant financial interest, including direct stock ownership, in an outside business that does or seeks to do a material amount of business with the Company;
- soliciting or accepting gifts, loans, favors, or preferential treatment from any person or organization that does business or seeks to do business with the Company;
- soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with the Company;
- conducting business on behalf of the Company with immediate family members, which include spouses, children, parents, siblings, and people sharing your household whether or not they are legal relatives;
- acting as an elected or appointed official or employee of, or as an advisor or consultant to, any branch of government or any governmental agency which has any regulatory or supervisory power over the Company;
- supervising, reviewing, or influencing the job evaluation or compensation of an immediate family member; or
- taking personal advantage of opportunities that are presented to you or discovered by you because of your position with the Company or through your use of Company property or information, thereby depriving the Company of an opportunity to benefit.

Activities that are unrelated to the life sciences industry and pursued outside of your normal working hours usually do not create a conflict of interest. However, whether or not a conflict of interest exists or could exist may not always be clear. Therefore, if you have any questions about a potential conflict of interest, or if you become aware of an actual or potential conflict of interest, it is your responsibility to report it to the Chief Legal Officer, who will determine whether a conflict exists, unless it involves an executive officer or director, in which case the determination will be made by the Board of Directors. Additional information regarding conflicts of interest can also be found in our Related Person Transaction Policy.

### **Insider Trading**

If you have material non-public information about the Company or other companies, including our suppliers and customers as a result of their relationship with the Company, you are prohibited by law and Company policy from trading in securities of the Company or such other companies, 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, we have adopted an Insider Trading Policy, which we expect you to read and understand.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Legal Department before making any such purchase or sale.

## **Confidentiality**

Confidential information is one of our most valuable assets. In performing your responsibilities for the Company, you may learn information about the Company or its activities that is confidential or proprietary. You must maintain the confidentiality of confidential information entrusted to you by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a member of our Leadership Team or legally permitted in connection with reporting illegal activity to the appropriate government authority. Unauthorized disclosure of any confidential information is prohibited. Additionally, you should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to people who have a need to know such information to perform their job-related responsibilities.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as notebooks, mobile devices, thumb drives or other data storage devices, and laptop computers, should be stored securely when not in use. In addition, you should be cautious when discussing sensitive information in public places like elevators, airports, restaurants, and “quasi-public” areas of our office.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the first paragraph of this section of the Code, you must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of your 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 our 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 our authorized spokespersons. Our policies with respect to public disclosure of internal matters are described more fully in our Disclosure Policy.

Unauthorized posting or discussion of any information concerning our business, results, or prospects on the Internet, including social media sites, is prohibited. Please consult our Social Media Policy for additional guidance on appropriate Internet use.

Finally, you also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information and restrictions on the solicitation of former colleagues to work at the Company.

## **Data Privacy**

We respect your privacy rights as well as those of others with whom we interact, including healthcare professionals and clinical trial subjects. In conducting our business and research and development activities, we may have access to personal information of such individuals. Personal information includes data that can be used to directly or indirectly identify a person, such as name, contact



information and health-related information. You must access, use, transmit, store, and dispose of personal information in a safe and secure way and in accordance with applicable laws and regulations, our contractual obligations, and applicable policies and procedures. If you have any questions about the applicability of data privacy laws to your work, please contact the Legal Department or our Data Protection Officer at [dataprotection@syros.com](mailto:dataprotection@syros.com).

### **Honest and Ethical Conduct and Fair Dealing**

You must deal honestly, ethically and fairly with our suppliers, customers, competitors and employees. Statements regarding our products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of proprietary information, misrepresentation of material facts or any other unfair-dealing practice.

### **Proper Use of Company Assets**

The Company's assets shall be used for their intended business purposes. Personal use of Company funds or property, including charging personal expenses as business expenses, inappropriate usage of Company equipment, or the personal use of supplies or facilities without advance approval from an appropriate member of our Leadership Team, is a violation of the Code. Incidental personal use is permitted so long as it does not violate any applicable laws or Company policies and does not interfere with your job performance.

### **Gifts and Gratuities**

Our customers, suppliers and the public at large should know that our employees' judgment is not for sale. Therefore, you must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with us, 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.

Similarly, the use of Company funds or assets for gifts, gratuities or other favors to government officials or any customer, supplier or other person doing or seeking to do business with us is prohibited, except to the extent the gift, gratuity or other favor:

- complies with applicable laws and regulations;
- complies our policies and those policies to which the recipient is subject;
- is insignificant in amount; and
- is not given in consideration or expectation of any action by the recipient.

Common sense and moderation should prevail in any business entertainment that you may engaged in on behalf of the Company. You may only provide, or accept, business entertainment to or from anyone doing business with us only if the entertainment is infrequent, modest, intended to serve legitimate business goals, and in compliance with applicable law. Special attention should be paid to interactions with healthcare professionals, as set forth elsewhere in the Code. These interactions are governed by our Policy on Meals and Educational Items that is available on our internet site.

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, even where the practice is widely considered “a way of doing business”. A description of global anti-bribery laws applicable to our business is contained elsewhere in the Code and in our Global Anti-Bribery and Anti-Corruption Policy.

Please contact the Legal Department if you have any questions about whether the provision or receipt of gifts and entertainment would violate the Code or applicable law or Company policy.

### **International Business Laws**

You are required to comply with the laws of all countries to which you travel on Company business, and those laws that apply to the conduct of our business in the countries in which we operate, including laws prohibiting bribery, corruption, and the conduct of business with specified individuals, companies or countries. We also require you to comply with U.S. laws, rules and regulations governing the conduct of our business outside of the United States, including:

- The Foreign Corrupt Practices Act, which prohibits you from directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and which requires us to maintain accurate books of account and properly record all transactions;
- Sanctions regulations, which generally prohibit us from doing business with or traveling to countries subject to sanctions imposed by the U.S. government, as well as specific companies and individuals identified on lists published by the U.S. Treasury Department;
- U.S. Export Controls, which restrict exports from the United States and re-exports from other countries of goods, software and technology to many countries, and prohibits transfers of U.S.-origin items to denied persons and entities; and
- Antiboycott regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the United States.

If you have a question as to whether an activity is restricted or prohibited, please consult with the Legal Department. You should also consult our Global Anti-Bribery and Anti-Corruption Policy for more specific information about compliance with the Foreign Corruption Practices Act and other anticorruption laws.

### **Research Integrity, Quality and Regulatory Compliance**

As a participant in the biopharmaceutical industry, we work in a heavily regulated environment. Adherence to regulatory compliance principles and procedures is among our highest priorities. Consistent with our commitment to the patients we aim to serve, we aspire to develop products of the highest possible quality. We are also committed to complying with applicable ethical, medical, and scientific standards in conducting our research and development activities. We seek to conduct our research and development activities in accordance with all applicable laws, regulations, regulatory guidance, and recognized industry standards, including current Good Clinical Practices, Good Manufacturing Practices, and Good Laboratory Practices, as applicable. Our quality system contains policies and procedures to ensure that our research and development activities are conducted effectively, compliantly, and with respect for the research participants involved.

## **Interactions with Healthcare Professionals**

Interactions with healthcare professionals are subject to special laws and stringent oversight. The term “healthcare professional” includes anyone (or any entity) who may be in a position to purchase, prescribe, arrange for or recommend the purchase or prescription of our products. These laws include the prohibition of kickbacks, or the payment of anything of value (including money, gifts, services, entertainment or other items) made for the purpose of improperly influencing a decision to obtain or retain business. A key purpose of these laws is to protect the independence and objectivity made by healthcare professionals in treating patients.

You must refrain from all kickbacks and improper inducements to healthcare professionals to prescribe or purchase our products. Put simply, we do not “buy business”. All interactions with healthcare professionals should be professional in nature and facilitate the exchange of medical or scientific information, with the ultimate goal of benefitting patient care. Critically, questions about our underlying intent might be raised concerning bona fide payments or transfers of value that may seem common or routine for those with experience in the biopharmaceutical industry. These payments or transfers can include the provision of meals in connection with business meetings, fees or “honoraria” associated with a consulting or speaking engagement, or educational or research grants. To avoid any actual or perceived kickbacks or inducements, all arrangements with healthcare providers to provide consulting or other services to us must be in response to a legitimate business need and set forth in a written agreement, and related payments must not exceed fair market value for the services rendered. You must consult applicable Company policies before engaging healthcare professionals to provide services and before providing anything of value to a healthcare professional. These policies can be found on our intranet site. If you have any questions about interactions with healthcare professionals, please contact the Legal Department.

## **Interactions with Patients and Patient Advocates**

Patients are at the center of everything we do. We are committed to interacting with patients and patient advocates in an appropriate way. You should never provide medical advice to patients and should always refer a patient to his or her physician when medical questions arise. Interactions with organized patient advocacy groups or individual patient advocates should be conducted with transparency and in a manner structured to ensure their independence.

## **Amendments and Waivers**

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. If you believe that a waiver of any provision of the Code is appropriate, you should first contact your immediate supervisor. If the supervisor agrees that a waiver is appropriate, the approval of the Chief Legal Officer must be obtained. If the waiver is being sought by an executive officer or director, approval may only be obtained from the Board of Directors and will be disclosed as required by law or stock exchange regulations.

We reserve the right to amend any provision of the Code at any time, subject to approval by the Board of Directors.

***Amended and restated effective March 13, 2024***

### Certification

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

1. I have received and carefully read the Code of Business Conduct and Ethics of Syros Pharmaceuticals, Inc. (the "**Code**").
2. I understand the Code.
3. I have complied and will continue to comply with the terms of the Code.
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.
5. I understand that the Code is not an employment contract.

Exceptions (describe, or state "None"):

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Date: \_\_\_\_\_  
(Signature)

**EACH EMPLOYEE, OFFICER AND DIRECTOR IS REQUIRED TO SIGN, DATE AND RETURN THIS CERTIFICATION TO THE CHIEF LEGAL OFFICER WITHIN 15 DAYS OF ISSUANCE. FAILURE TO DO SO MAY RESULT IN DISCIPLINARY ACTION.**

**SUSPECTED VIOLATIONS SHOULD BE REPORTED TO**

**844-413-0906**

**<https://www.whistleblowerservices.com/syrs>**

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