



CENTESSA PHARMACEUTICALS PLC

CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

Purpose and Scope

The Board of Directors of Centessa Pharmaceuticals plc (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 Company’s Board of Directors or a committee of the Board is responsible for administering the Code. The Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. The Company’s General Counsel has been appointed the Company’s Compliance Officer under this Code.

The Company expects its directors, officers, founders, employees and designated consultants and contractors to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers, founders, employees and designated consultants and contractors 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, founder, employee and consultant to speak with his or her supervisor (if applicable or appropriate) or the Compliance Officer.

Further compliance and ethical business conduct policies and processes may be published by the Company from time to time giving additional guidance and supplementing this Code.

Contents of this Code

This Code has two sections. The first section, “**Standards of Conduct**,” contains the actual guidelines that our directors, officers, founders, employees and designated consultants and contractors 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, founders, employees and designated consultants and contractors 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, founders, employees and designated consultants and contractors in the conduct of the Company’s business.

Standards of Conduct

Conflicts of Interest

The Company recognizes and respects the right of directors, officers, founders, employees and certain designated consultants and contractors 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, founder's, employee's and designated consultants' and contractors' personal or business interest interferes with the Company's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a director, officer, founder, employee or designated consultant or contractor 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, founder, employee, designated consultant or contractor or an immediate family member, receives some personal benefit (whether improper or not) as a result of the director's, officer's, founder's, employee's and designated consultants' and contractors' position with the Company. Each individual's situation is different and in evaluating his or her own situation, a director, officer, founder, employee, designated consultant and contractor will have to consider many factors.

Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer, who may notify the Board of Directors or a committee of the Board of Directors as he or she deems appropriate.

Compliance with Laws, Rules and Regulations

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. No director, officer, founder, employee, designated consultant or contractor 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, founder, employee, designated consultant or contractor instruct others to do so.

Insider Trading

Employees, officers, founders, directors, and consultants who 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 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, the Company has adopted an Insider Trading Policy, which is distributed to directors, officers, founders, employees and consultants and is also available from the Compliance Officer.

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 Compliance Officer before making any such purchase or sale.

Protection and Proper Use of the Company's Assets

Loss, theft and misuse of the Company's assets has a direct impact on the Company's business and its financial status. Employees, officers, founders, directors, and designated consultants and contractors are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Employees, officers, founders, directors, and designated consultants and contractors are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes.

Corporate Opportunities

Employees, officers, founders, directors, and designated consultants and contractors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each director, officer, founder, employee, designated consultant and contractor 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, but is not limited to, 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 confidential information, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Employees, officers, founders, directors, and designated consultants and contractors shall use confidential information solely for legitimate company purposes. Employees, officers, founders, directors, and designated consultants and contractors must return all of the Company's confidential and/or proprietary information 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, founders, employees, and designated consultants and contractors must endeavor to 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, founder, employee, designated consultant and contractor 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, founders,

employees, and designated consultants and contractors 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, founder, employee, designated consultant or contractor 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, founder, employee, designated consultant and contractor may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers, founders, employees, and designated consultants and contractors, 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 and the UK Companies Act 2006. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission and the UK Registrar of Companies, and any earnings releases and similar public communications made by the Company, include fair, timely and understandable disclosure. Officers, founders, employees, and designated consultants and contractors 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.

Bribes, Kickbacks and Other Improper Payments

The Company does not permit or condone bribes, kickbacks or other improper payments, transfers or receipts. No director, officer, employee, founder or designated consultant or contractor should offer, give, solicit or receive any money or other item of value for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favored treatment. Employees, officers, founders, directors, and designated consultants and contractors must fully comply with all anti-corruption laws of the countries in which the Company does business, including the UK Bribery Act and the U.S. Foreign Corrupt Practices Act (FCPA) which apply globally and the Company's Foreign Corrupt Practices Act, Bribery Act and Anti-Corruption Policy. Violation of the FCPA and/or UK Bribery Act could subject the Company and its individual director, officer, founder, employee, designated consultant and contractor to serious civil and criminal penalties.

Compliance Procedures

Communication of Code

All directors, officers, founders, employees and designated consultants and contractors 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 on a periodic basis. Updates of the Code will be provided from time to time. A copy of the Code is also available to all

directors, officers, founders, employees and designated consultants and contractors by requesting one from the Compliance Officer, or by accessing the Company's website at www.centessa.com.

Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board of Directors 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 of Directors 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 director, officer, employee, founder and designated consultant and contractor 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, director, founder or designated contractor or consultant 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.**

Seeking Guidance. The best starting point for an officer, founder, employee or designated consultant or contractor 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, founder, or designated consultant or contractor 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, founder or designated consultant or contractor 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 Compliance Officer.

Communication Alternatives. Any director, officer, employee, founder or designated consultant or contractor may communicate with the 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 Compliance Officer by mail to c/o 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT

- By email to the Compliance Officer (anonymity cannot be maintained) or via a secure web form (which is managed by a third-party required to maintain the anonymity of the e-mail sender if so requested); or
- By calling the “Speak Up Line” that the Company has established for receipt of questions and reports of potential violations of the Code. The Speak Up Line can also be used to report questions or concerns regarding accounting, securities law or similar concerns (including FCPA matters). See below under “Reporting Accounting, Securities Law and Similar Concerns” for more information. 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 securities law (including FCPA) matters should be directed to the 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 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT ; or
- by phoning the Speak Up Line and asking that the matter be forwarded to the Chairperson of the Audit Committee.

Officers, directors, founders, employees and designated consultants and contractors may use the above methods to communicate anonymously with the Audit Committee.

Cooperation. Employees, officers, directors, founders and designated consultants and contractors 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. Further, the Speak Up Line should not be used to report grievances that do not involve the Code or other ethics-related issues.

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, director, employee or designated consultant or contractor 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 subject to 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, founder, employee or designated contractor or consultant who, acting in good faith on the basis of a reasonable belief, reports suspected 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 of Directors 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 Compliance Officer, the Board of Directors or, if permitted, a committee thereof.

All amendments to the Code must be approved by the Board of Directors or a committee thereof and, if applicable, must be 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.

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Adopted May 20, 2021.

ACKNOWLEDGMENT

I acknowledge that I have reviewed and understand Centessa Pharmaceuticals plc's Code of Business Conduct and Ethics (the "**Code**") and agree to abide by the provisions of the Code.

Signature

Name (Printed or typed)

Position

Date