

## **XILIO THERAPEUTICS, INC.**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

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

If you have any questions regarding this Code or its application to you in any situation, you should contact your manager, the Company’s Chief Legal Officer or a representative of the human resources or legal department.

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

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

#### **B. Compliance with Company Policies**

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

#### **C. Conflicts of Interest**

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

Employees and Officers. Employees and officers must not:

- perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a significant customer, significant supplier or competitor of the Company, other than at the request of the Company;
- have, or permit any close relative to have, a financial interest in a significant supplier or significant customer of the Company, other than an investment

representing less than one percent (1%) of the outstanding shares of a publicly-held company or less than five percent (5%) of the outstanding shares of a privately-held company;

- have, or permit any close relative to have, a financial interest in a competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- supervise, review or influence the job evaluation or compensation of a member of such person's immediate family; or
- engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.

Directors. Directors must not:

- perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a direct competitor of the Company;
- have, or permit any close relative to have, a financial interest in a competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company;
- use such person's position with the Company to influence any decision of the Company relating to a contract or transaction with a supplier or customer of the Company if the director or a close relative of the director:
  - performs services as a consultant, employee, officer, director, advisor or in any other capacity for such supplier or customer; or
  - has a financial interest in such supplier or customer, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company.
- supervise, review or influence the job evaluation or compensation of a member of such person's immediate family; or
- engage in any other activity or have any other interest that the Board of Directors of the Company determines to constitute a conflict of interest.

A "close relative" means a spouse, dependent child or any other person living in the same home with the employee, officer or director. "Immediate family" means a close relative and a parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law. A "significant customer" is a customer that has made during the Company's last full fiscal year, or proposes to make during the Company's current fiscal year, payments to the Company for property or services in excess of one percent (1%) of (i) the Company's consolidated gross

revenues for its last full fiscal year or (ii) the customer's consolidated gross revenues for its last full fiscal year. A "significant supplier" is a supplier to which the Company has made during the Company's last full fiscal year, or proposes to make during the Company's current fiscal year, payments for property or services in excess of one percent (1%) of (i) the Company's consolidated gross revenues for its last full fiscal year or (ii) the customer's consolidated gross revenues for its last full fiscal year.

It is your responsibility to disclose to the Company's Chief Legal Officer or a representative of the Company's human resources or legal department, as applicable, any transaction or relationship that reasonably could be expected to give rise to a conflict of interest or, if you are an executive officer or director, to disclose to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

#### **D. Insider Trading**

Employees, officers and directors who have material non-public information about the Company or other companies, including the Company's suppliers, customers, partners and collaborators (collectively, "Third Parties") as a result of the relationship of such Third Parties with the Company, are prohibited by law and Company policy from trading in securities of the Company or such Third Parties, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is available on the Company's intranet under "Employee Resources—Policies—Corporate" or upon request from the Company's Chief Legal Officer (or such person's authorized designee) or a representative of the human resources or legal department.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any Third Party that you are familiar with by virtue of your relationship with the Company, you should consult with the Company's Chief Legal Officer, Chief Financial Officer, or the Company's principal financial or accounting officer (or such person's authorized designee) before making any such purchase or sale.

#### **E. Confidentiality**

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

Employees, officers and directors must maintain the confidentiality of Proprietary Information entrusted to them by the Company and the confidentiality of the information entrusted to them by Third Parties and must not disclose any such information, except to the extent disclosure is made following authorization by such person's manager, is otherwise permitted by the Company's policies, or is made in connection with a Permitted Activity (as defined in the bold language below). Any other disclosure of Proprietary Information or confidential information of Third Parties is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or a Third Party, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the disclosure exceptions noted in the preceding and subsequent paragraph (including the exception regarding disclosures in connection with a Permitted Activity (as defined in the bold language below)), employees, officers and directors (other than the Company's authorized spokespersons) must not discuss Proprietary Information with, or disseminate Proprietary Information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and the Company's security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your manager or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Public Company Disclosure Policy, which is available on the Company's intranet under "Employee Resources—Policies—Legal" or upon request from the Company's Chief Legal Officer (or such person's authorized designee).

**Notwithstanding the provisions above, nothing in this Code or any other agreement or Company policy prohibits or restricts you from (i) communicating with government agencies without notice to or approval from the Company, including but not limited to the Securities and Exchange Commission, the Equal Employment Opportunity Commission, or similar state or local agencies or to any legislative body or self-regulatory organization (each, a "Government Entity") about possible or actual violations of the law, or otherwise providing information to a Government Entity, filing a charge or complaint with a Government Entity, or participating, testifying, or otherwise assisting in Government Entity investigations or proceedings without notice to or approval from the Company, or (ii) making disclosures or communications to engage in protected, concerted activity or otherwise exercising rights under Section 7 of the National Labor Relations Act (each, a "Permitted Activity"). Additionally, nothing in this Code or any other agreement or Company policy limits an employee's, officer's, or director's right to receive an award from any Government Entity for or in connection with information provided to the Government Entity.**

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

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with each other and third parties on the Company's behalf, including without limitation, the

Company's suppliers, customers, competitors or consultants. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

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

### **G. Protection and Proper Use of Corporate Assets**

Subject to the disclosure exceptions noted in the section titled "Confidentiality" (including the exception regarding disclosures in connection with a Permitted Activity (as defined in the bold language in Section E)), employees, officers and directors should seek to protect the Company's assets, including Proprietary Information and must use the Company's assets, property, information, facilities and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

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

### **H. Gifts and Gratuities**

The use of Company funds or assets for gifts, gratuities or other favors to government officials is prohibited, except to the extent such gifts, gratuities or other favors are in compliance with applicable law and any applicable policy of the Company (including without limitation, the Company's Global Anti-Corruption Policy and Policy on Gifts, Meals, Entertainment & Travel with Healthcare Professionals), insignificant in amount and not given in consideration or expectation of any action by the recipient. The use of Company funds or assets for gifts to any customer, supplier, or other person doing or seeking to do business with the Company is prohibited, except to the extent such gifts are in compliance with the policies of both the Company (including the Company's Global Anti-Corruption Policy and Policy on Gifts, Meals, Entertainment & Travel with Healthcare Professionals) and the recipient and are in compliance with applicable law.

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

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors should provide, or accept, business

entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable law.

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

### **I. Accuracy of Books and Records and Public Reports**

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

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

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

### **J. Concerns Regarding Accounting or Auditing Matters**

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Company's Chief Legal Officer, Chief Financial Officer, or principal financial or accounting officer, as applicable, and Chairman of the Audit Committee at <https://www.whistleblowerservices.com/xilio> or may use the toll-free telephone number 866-454-2061. While it is the Company's desire to address such matters internally, no provision of this Code or of any other agreement or Company policy prohibits you from engaging in a Permitted Activity (as defined in the bold language in Section E), without prior notice or reporting to the Company. Please see "Reporting and Compliance Procedures" below. All such accounting or auditing matters or complaints or concerns reported using this internal process will be forwarded to the Audit Committee of the Board of Directors, unless they are determined to be without merit by the Company's Chief Legal Officer, Chief Financial Officer or principal financial or accounting officer. In any event, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly to any member of the Audit Committee of the Board of Directors.

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

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

#### **K. Dealings with Independent Auditors**

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

#### **L. Waivers of this Code of Business Conduct and Ethics**

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

Any executive officer or director who seeks a waiver of any of these policies should contact the Company's Chief Legal Officer (or such person's authorized designee). Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Company's Board of Directors or a committee of the Board of Directors and will be disclosed as required by law or stock exchange regulation.

#### **M. Reporting and Compliance Procedures**

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations of law or this Code, and express concerns regarding compliance with law or this Code to such person's manager or to the Company's Chief Legal Officer (or such person's authorized designee), as described below. While it is the Company's desire to address matters internally, no provision of this Code or of any other agreement or Company policy prohibits you from engaging in a Permitted Activity (as defined in the bold language in Section E).

Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code is encouraged to report such information to such person's manager or to the Company's Chief Legal Officer (or such person's authorized designee). Any manager who receives a report of a suspected violation must immediately inform the Company's Chief Legal Officer.

Reports can also be made on a confidential or anonymous basis by contacting the Company's Chief Legal Officer or a representative of the Company's human resources or legal department by mail, by using the secure web form at <https://www.whistleblowerservices.com/xilio> or by e-mail. In addition, the Company has established a toll-free telephone number 866-454-2061 where you can leave a recorded message about any suspected violation of law or this Code. While the Company prefers that you identify yourself when reporting a suspected violation so that it may follow up with you as necessary for additional information, there is no requirement that you do so and you may elect to leave a message anonymously if you wish.

The Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because such employee reported a possible or actual violation of law or this Code internally or engaged in a Permitted Activity (as defined in the bold language in Section E). However, if a report is made with knowledge that it was false, the Company may take appropriate disciplinary action against the employee, up to and including termination.

If the Company's Chief Legal Officer or a representative of the Company's human resources or legal department receives information regarding an alleged violation of law or this Code, the Chief Legal Officer (or such person's authorized designee) shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer or to human resources for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

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

Failure to comply with the standards outlined in this Code will result in disciplinary action, which may include, but are not limited to, reprimands, warnings, probation or suspension without

pay, demotions, reductions in salary, discharge and restitution. Moreover, any manager who directs or approves of any conduct in violation of law or this Code, also will be subject to disciplinary action, up to and including discharge.

#### **N. Dissemination and Amendment**

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

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Company's intranet or upon request from the Company's Chief Legal Officer or a representative of the Company's human resources or legal department.

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

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**Adopted:** June 29, 2021  
**Amended Effective:** June 10, 2025