



**BIOMEA FUSION, INC.  
POLICY STATEMENT  
GUIDELINES FOR CORPORATE DISCLOSURE**

(Adopted April 9, 2021)  
(Effective as of April 16, 2021)

**I. INTRODUCTION**

The Securities and Exchange Commission (the “SEC”) adopted Regulation FD with the intention of limiting the selective disclosure of material, nonpublic information to securities analysts and others. We<sup>1</sup> take seriously our responsibilities under the federal and state securities laws. Accordingly, we are adopting this Policy Statement containing Guidelines for Corporate Disclosure for the purpose of assuring that we comply with Regulation FD.

**II. DEFINITIONS**

A. Categories of People Covered by Regulation FD

Regulation FD places special responsibilities on certain categories of individuals or otherwise treats them specially. For convenience, this Policy Statement will use the following defined terms to refer to these categories:

1. “Market Professionals or Stockholders” – Regulation FD applies special rules to communications with certain categories of individuals referred to in these Guidelines as “Market Professionals or Stockholders.” These include:

- Broker-dealers and their associated persons, including sell-side analysts;
- Investment advisors, institutional investment managers, hedge funds, and their associated persons, including buy-side analysts;
- Investment companies (*e.g.*, mutual funds) and their affiliated persons; and

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<sup>1</sup> In this Policy Statement, “we,” “us” and “our” refer to Biomea Fusion, Inc. and any subsidiaries, unless the context otherwise requires.

- Any stockholder or other holder of the issuer’s securities (other than our directors, officers and employees who are subject to fiduciary duties and other confidentiality obligations owed to us).
2. “Senior Officials” – Regulation FD defines “Senior Official” to mean any director, executive officer, investor relations or public relations officer or other person with similar functions. The individuals who currently are our Senior Officials are listed on Exhibit 1 to this Policy Statement. The definition of Senior Official is important principally because all Senior Officials are deemed to be “FD Persons” (as defined below).
  3. “FD Persons” – Regulation FD imposes special responsibilities on any “person acting on behalf of an issuer.” Regulation FD defines “person acting on behalf of an issuer” to mean any Senior Official or any other officer, employee or agent of the issuer who regularly communicates with Market Professionals or Stockholders. Such persons may include individuals at an outside public relations or investor relations firm. This Policy Statement refers to anyone who falls within this definition as an “FD Person.” The individuals who currently are FD Persons (in addition to our Senior Officials) are listed on Exhibit 1 to this Policy Statement. No person who is not an FD Person is authorized to perform the functions of an FD Person.
  4. “Spokespersons” – Not all FD Persons ordinarily will be called upon to communicate with security analysts, institutional investors or representatives of the media. The individuals who ordinarily will be called upon to perform these functions are listed on Exhibit 1. In this Policy Statement, we refer to these individuals as our “Spokespersons.”

B. Material Information

The focus of Regulation FD is on the disclosure of material information. For purposes of these Guidelines, we use the same definition of “material information” the SEC used in its adopting release for Regulation FD. Information is material if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision, or if it would significantly alter the total mix of information available to investors. In its adopting release for Regulation FD, the SEC provided a nonexclusive list illustrating the types of information or events that the SEC believes must be reviewed carefully to determine whether they are material, including:

- Earnings information;
- Mergers, acquisitions, tender offers, joint ventures, or changes in assets;
- New products and discoveries;
- Regulatory actions and developments;

- Developments regarding customers or suppliers (such as the acquisition or loss of a contract);
- Changes in control or in management;
- Changes in the outside auditor or notification by the auditor that the issuer may no longer rely on an auditor's report;
- Events regarding the issuer's securities, including defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of security holders and public or private sales of additional securities; and
- Bankruptcies or receiverships.

The SEC has made clear in another release that there are no numerical thresholds that may be used to determine whether information is material. For example, there is no "rule of thumb" that a development that has less than a five percent (5%) effect on net income is immaterial *per se*. Materiality must be evaluated by reference to all the relevant circumstances. In this regard, potential market sensitivity to the information is a key consideration.

### III. ADMINISTRATION OF THE GUIDELINES

#### A. Disclosure Committee

We have formed a Disclosure Committee to implement these Guidelines and to address disclosure issues that may arise from time to time. In particular, the Disclosure Committee will administer the Disclosure Guidelines discussed in Section IV below. The Disclosure Committee will review the Guidelines periodically as needed for modification or updating. The Disclosure Committee shall initially consist of each of our employees who are either designated "executive officers" for the purposes of Section 16 of the Exchange Act of 1934, as amended, or "significant employees" in any of our public filings with the SEC and such other person(s) as the Chief Executive Officer or Chief Financial Officer may designate from time to time.

#### B. Materiality Determinations by Disclosure Committee

Whenever questions arise about whether information constitutes material, non-public information, our FD Persons will confer with one or more other members of the Disclosure Committee. The Disclosure Committee member, in turn, may elect to confer with other members of the Disclosure Committee or to call a meeting of the Disclosure Committee if he or she believes it is appropriate. Committee members also may elect to consult with outside counsel, as appropriate.

C. Updating Lists of Senior Officials, FD Persons, and Spokespersons

Our General Counsel or Chief Financial Officer will be responsible for periodically updating the lists of individuals, such as Senior Officials, FD Persons and Spokespersons appearing on Exhibit 1.

D. Periodic Regulation FD Compliance Training

Our General Counsel or Chief Financial Officer will facilitate periodic training of Senior Officials and FD Persons on compliance with Regulation FD.

#### IV. **DISCLOSURE GUIDELINES**

A. Earnings Announcements and Conference Calls

1. Earnings Announcement and Quarterly Outlook

Following the end of each quarter, we will issue a press release to report our results of operations for that quarter and to provide quarter-to-quarter and period-to-period comparisons.

2. Quarterly Conference Calls and/or Webcasts

Shortly after we issue our quarterly earnings release, we may make a presentation about the results of operations for that quarter on a conference call and/or webcast. Absent unusual circumstances, each conference call or webcast will begin with prepared remarks by Spokespersons, including a reference to filed risk factor disclosure, followed by a question and answer period.

Absent unusual circumstances, each call will be open to securities analysts, Stockholders, the media and other interested parties. We will generally announce the date and time of the call on our website and in a press release inviting anyone who may be interested to listen to the call or have access to the call via the Internet (or otherwise generally provide at least two (2) business days' advance public notice of the time and date of the call, with instructions as to how to access the call). The release or notice will provide dial-in instructions and/or a website address for the call. Although we will permit anyone who may be interested to listen to the call, we may choose to permit only securities analysts or other designated individuals to ask questions during the question and answer period.

In accordance with Section IV.B.2 of this policy, promptly following an earnings call, Spokespersons may speak directly with Market Professionals, Stockholders, the media or other interested parties; provided that such Spokespersons will seek never to disclose material, non-public information during such conversations and in the event of any unintentional disclosure of material, non-public information, the

Company will follow the procedures set forth in Section IV.E of this policy regarding such inadvertent disclosure.

### 3. Quiet Periods

Absent unusual circumstances, we will not discuss with Market Professionals or Stockholders or otherwise comment on our financial performance or prospects during the period beginning on the 7th calendar day before the end of any fiscal quarter of the Company and ending upon the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company. If circumstances are such that the members of the Disclosure Committee feel it is desirable to comment on such matters during this period, we will do so only by way of a press release, as contemplated in Section 4 below. In accordance with Section IV.A.2 of this policy, promptly following the public release of earnings data, the Company may hold an earnings call open to Market Professionals, Stockholders, the media and other interested parties.

### 4. Pre-Release

In some circumstances, it may be desirable for us to provide information regarding our expected financial or business performance (such as regarding our expectations for revenues and net income for a quarter) before we are prepared to issue our quarterly earnings release. For example, such a release might be appropriate when there is a concern that materially positive or negative news may have leaked, or for other reasons. The determination whether to pre-release information about a quarter and what information to include in such a release must be made on a case-by-case basis and will be made by members of the Disclosure Committee, who may seek the advice of outside counsel at their discretion.

## B. Dealing with Market Professionals, Stockholders and Other Inquiries

### 1. Meetings, Telephone Calls or Other Communications with Market Professionals or Stockholders

FD Persons will seek never to disclose material, non-public information in private meetings, telephone calls or other communications with Market Professionals or Stockholders. Participants in such meetings or telephone calls will include one or more of our Spokespersons, whenever possible. During these conferences, our representatives may present historical information in an organized manner, such as in graphical form, to illustrate trends in our business or in the industry in general. Our representatives also may provide immaterial background information to help Market Professionals or Stockholders fill in elements of a “mosaic” of information, but they should seek never to provide material, non-public forward-looking information, particularly financial projections, during any such meeting or other communication. Absent unusual circumstances, any written materials that will be provided to Market Professionals or Stockholders must be approved by our General

Counsel (or his or her designee or the Chief Financial Officer in the absence of a General Counsel) in advance. While these Guidelines do not prohibit exchanges of e-mail correspondence with Market Professionals or Stockholders and do not consider e-mail correspondence to be written materials that have to be approved by our General Counsel (or his or her designee or the Chief Financial Officer in the absence of a General Counsel), FD Persons should exercise particular caution in interacting with Market Professionals or Stockholders through e-mail.

## 2. Analyst Models and Reports

Upon request by a Market Professional or Stockholder, a Spokesperson may elect to review drafts of analysts' models or reports. It is our policy, however, not to comment on analysts' projections or their statements and conclusions about us, other than to correct factual errors by reference to information already in the public domain. In addition, no officer should allow himself or herself to be quoted in an analyst report regarding anything that is not already in the public domain. Absent unusual circumstances, we do not distribute copies of analyst reports to stockholders or others as part of investor relations kits. If the Disclosure Committee should determine to make an exception to this policy, care should be taken to include a full spectrum of opinions from a broad range of analysts and appropriate disclaimers of the content of the analysts' reports.

## 3. Site Visits

While our officers may from time-to-time make "road show"-style presentations, including one-on-one meetings for Market Professionals or Stockholders, it is our policy to seek never to disclose material, non-public information during these meetings. Officers may elect to include other representatives in these meetings, provided that such representatives are briefed on their responsibilities under this disclosure policy prior to meetings and a Senior Official accompanies them during the meetings.

## C. Investment Bank Sponsored Conferences, Road Shows, Trade Shows and the Press

### 1. Investor Conferences and Road Shows

As with one-on-one meetings and road shows with Market Professionals or Stockholders, FD Persons must proceed with great caution at investor conferences, such as those sponsored by investment banks. Participants in meetings at such conferences and road shows should include one or more of our Spokespersons, whenever possible. Such representatives should apply the same disclosure Guidelines to these meetings that they would to one-on-one meetings with Market Professionals or Stockholders, unless the meeting is properly noticed and webcast in accordance with Section IV.A.2 of this policy.

## 2. Trade Shows

Although our target audience at trade shows generally does not include Market Professionals or Stockholders, we nevertheless require participants in trade shows to comply with these Guidelines. In particular, it is our policy not to disclose material, non-public information at trade shows. To confirm that participants in such trade shows understand and abide by these Guidelines with respect to disclosure of material information, the members of the Disclosure Committee will take such steps as they deem appropriate in the circumstances to ensure that our representatives who participate in trade shows, or their supervisors, as appropriate, are familiar with these Guidelines. In addition, we will issue press releases to announce new products or material developments prior to or concurrently with any disclosure at a trade show, with such press release to be consistent with the trade show requirements.

## 3. The Press

Although statements made to members of the press do not fall within the scope of Regulation FD, absent a determination by members of the Disclosure Committee to the contrary based on the circumstances in question, we have a policy of not disclosing material, non-public information to individual representatives of the press without first issuing a press release or otherwise making a broadly disseminated announcement. However, it is permissible to disclose material information to members of the press who have agreed (orally or in writing) to keep the information confidential while they are preparing an article and until such time as the information can be broadly publicized. It is also permissible to disclose material information to a publication (such as The Wall Street Journal) that can assure broad dissemination of the information. Contacts with the news media should be only by one or more Spokespersons, whenever possible.

### D. Disclosure in Periodic SEC Filings

Our policy is to include detailed disclosure in the “Management’s Discussion and Analysis” (“MD&A”) section of our Forms 10-Q and Forms 10-K filed with the SEC that generally cover all material facts and other historical topics that we have covered in our quarterly conference calls, or that we expect to cover in private discussions with investors and analysts. We also endeavor to include in our MD&A a detailed discussion of known trends and uncertainties affecting our business (subject to risk factor disclosure). In addition to providing our investors with additional historical and, as applicable, forward-looking information regarding our business, this approach will increase our flexibility in communicating with Market Professionals or Stockholders in accordance with the Guidelines in Section B above.



E. Inadvertent Disclosures

We recognize the possibility of inadvertent disclosure of material, non-public information, such as in an informal meeting with a Market Professional or Stockholder. It is our policy to promptly disclose through a press release or through a filing on Form 8-K with the SEC any material, non-public information inadvertently disclosed by an FD Person to a Market Professional or Stockholder. Accordingly, when a Senior Official becomes aware of a potential inadvertent disclosure of non-public information that may be material, he or she should confer with a member of the Disclosure Committee to determine whether the information is material. The Disclosure Committee member, in turn, may, in his or her discretion, consult with other members of the Disclosure Committee and/or seek the advice of outside counsel. If the Disclosure Committee members determine that the information is material, they also will determine the appropriate manner of disclosing the information and also may elect to confer with outside counsel in making this determination. Regardless of the means we elect to make the disclosure, we will disseminate the material information before the later of (i) twenty-four (24) hours from the Senior Official becoming aware of the disclosure or (ii) the next opening of trading on the earlier of the New York Stock Exchange or the Nasdaq Global Market, following the Senior Official's becoming aware of the disclosure.

F. Responding to Violations of Regulation FD

We take compliance with Regulation FD seriously and it is our policy to respond to any violations of Regulation FD with the utmost earnestness and concern. If a Senior Official or FD Person becomes aware of an intentional disclosure of material, non-public information that may be in violation of Regulation FD, he or she should confer with a member of the Disclosure Committee to determine whether a violation has occurred. The Disclosure Committee member, in turn, may, in his or her discretion, consult with other members of the Disclosure Committee and/or seek the advice of outside counsel in making the determination. If the Disclosure Committee members determine that a violation of Regulation FD has occurred, we will promptly disclose the information through a filing on Form 8-K and through a press release. The Disclosure Committee members will conduct a review of the circumstances of the violation and will adopt remedial measures to address the violation and prevent such a violation from reoccurring.

G. Company Sponsored Social Media

Any social media communications must comply with our obligations under the laws and rules enforced and promulgated by the Food and Drug Administration. As such, only approved FD Persons may post information on any social media on behalf of the Company, including on Facebook, Twitter, LinkedIn, YouTube, Pinterest, and Google+. All



disclosures on the Company's social media channels will also be made in compliance with our Social Media Policy.

## **V. SECURITIES OFFERINGS**

Regulation FD contains limited exemptions for registered, but not unregistered, securities offerings made by companies subject to the regulation. These exemptions are beyond the scope of these Guidelines. Accordingly, it is our policy to confer with outside counsel regarding the Regulation FD implications of registered and unregistered offerings of our securities before engaging in such activities.

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## Exhibit 1

### **Senior Officials, FD Persons and Spokespersons**

#### Senior Officials

##### **Non-Employee Directors:**

Eric Aguiar  
Bihua Chen  
Mick Hithcock  
Sotirios Stergiopoulos

##### **Company Executive Officers:**

Thomas Butler, Chief Executive Officer  
Ramses Erdtmann, President  
Sunny Lee Ryan, Executive Vice President of Finance

#### FD Persons

“Senior Officials” defined above.

#### Spokespersons

“Company Executive Officers” defined above.