

Code of Business Conduct and Ethics

I. Purpose

This Code of Business Conduct and Ethics (this “Code”) provides a general statement of MiNK Therapeutics, Inc.’s (“MiNK” or the “Company”) expectations regarding the ethical and legal standards that each director, officer, and employee should adhere to while acting on behalf of MiNK. This Code provides a means for setting standards, identifying concerns, and addressing them early so that MiNK is best able to meet its ethical and legal responsibilities. Each director, officer and employee is expected to read and become familiar with these standards and will be required to affirm his or her agreement to adhere to these standards annually by signing the Compliance Certificate that appears at the end of this Code. This Code is intended to qualify as a “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and to satisfy the requirements of Nasdaq Listing Rule 5610. References to MiNK herein shall mean MiNK Therapeutics, Inc. and its subsidiaries.

II. Administration and Reporting

MiNK’s Corporate Governance and Nominating Committee of the Board of Directors (the “Corporate Governance Committee”) is responsible for setting the standards of business conduct contained in this Code and updating these standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to MiNK, the business practices within MiNK’s industry, MiNK’s own business practices, and the prevailing ethical standards of the communities in which MiNK operates. This Code forms the foundation for MiNK’s compliance program.

Our General Counsel will administer the procedures designed to implement this Code to ensure that they are operating effectively. The General Counsel will report periodically to the Corporate Governance Committee, and annually to the Audit Committee, on any reports of violations, investigations undertaken, and any corrective action plans.

Directors, officers and employees shall promptly report, in person or in writing, any known or suspected violation of laws, rules, regulations, this Code or any other MiNK policy or procedure to our General Counsel, or to another member of management. In reporting any concerns, *you may choose to remain anonymous*. We have established an anonymous reporting line that is available for directors, officers and employees to seek guidance or report concerns regarding business-related conduct or compliance concerns. If you leave a message, the system will not record your telephone extension and will preserve your anonymity. *Our policy is to assure that any person making such a report has the absolute right to do so without fear of retaliation and with the assurance that the report will be investigated and handled with discretion*. MiNK does not tolerate acts of retaliation against any person who makes a good faith report of known or suspected acts of misconduct or other violations of this Code. The compliance reporting line is: [●]. Alternatively, you may also report misconduct via email at: [●].

You may also send communications directly to the Lead Director of the Board. The Lead Director is the Chair of the Corporate Governance Committee of the Board of Directors

and is not a member of management. Communications can be sent to the following address:

MiNK Therapeutics, Inc.
149 Fifth Avenue
Suite 500
New York, NY 10010
Attention: Lead Director c/o General Counsel

Other than complaints with respect to accounting and auditing practices, which are handled according to the “Procedures for Handling Complaints” established by the Audit Committee, the designated individuals who receive reports of violations will work with the General Counsel to investigate the reported violation and will oversee an appropriate response, which may include corrective action and preventative measures. Directors, officers and employees who violate any laws, rules, regulations or this Code will face appropriate, case specific disciplinary action, which may include demotion or discharge. Enforcement under this Code will be applied in a prompt and consistent manner using the standards for compliance set forth herein to ensure a fair process by which violations may be determined.

III. Compliance with Laws, Rules and Regulations

MiNK will comply with all laws, rules and regulations that are applicable to MiNK’s activities, and expects that all directors, officers and employees acting on behalf of MiNK will do the same. Specifically, MiNK is committed to:

- maintaining a safe and healthy work environment;
- promoting a workplace that is free from discrimination or harassment based on race, color, religion, national origin, gender, sexual orientation or other factors that are unrelated to MiNK’s business interests;
- conducting its relationships with health care professionals, patients, clinical trial subjects and customers to ensure compliance with applicable health care statutory and regulatory requirements;
- supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;
- keeping the political activities of MiNK’s directors, officers and employees separate from MiNK’s business; and
- complying with all applicable state and federal securities laws.

General Anti-Bribery Policy

Payment or acceptance of bribes, kickbacks or other improper payments, gifts or other benefits while conducting MiNK business is strictly prohibited. This prohibition applies

to dealings with current or potential customers, suppliers, representatives, consultants, or other parties engaged in any business with MiNK.

Generally, giving or receiving gifts, meals or entertainment involving our external business relationships should meet all of the following criteria:

- they do not violate applicable law or fail to respect MiNK’s policies;
- they do not constitute bribes, kickbacks or other improper payments;
- they have a valid business purpose;
- they are appropriate as to time, place and value (modest; not lavish or extravagant); and
- they are infrequent; and they do not improperly influence or appear to improperly influence the behavior of the recipient.

International Anti-Corruption Compliance

Employees of MiNK should respect the laws, customs and traditions of each country in which they operate, but, at the same time, must not engage in any act or course of conduct which, even if legal, customary and accepted in any such country, could be deemed to be in violation of the accepted business ethics of MiNK or the laws of the United States.

Many countries have enacted laws that prohibit bribery or any payments to government officials, including U.S. Foreign Corrupt Practices Act (“FCPA”). These laws generally prohibit giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. These laws, including the FCPA, also require accurate and proper record keeping and internal accounting controls in all of MiNK’s operations around the world. Detailed guidance on the FCPA is contained in MiNK’s [*Foreign Corrupt Practices Act Compliance Memorandum*].

Insider Trading Compliance

In addition, directors, officers and employees are prohibited by law from buying or selling MiNK’s securities while in possession of material, nonpublic (“inside”) information about MiNK, or disclosing any such inside information to a third party (i.e., tipping). MiNK’s *Policy Statement on Insider Trading and Disclosure by Company Personnel, Directors and Executive Officers*, as amended from time to time, which describes the nature of inside information and the related restrictions on trading, shall be deemed a part of this Code. Each director, officer and employee is expected to familiarize himself or herself with all such policies related to insider trading.

IV. Health Regulatory Compliance

As a biopharmaceutical company, we are subject to extensive regulation by the U.S. Food and Drug Administration, or FDA, international regulatory agencies, and other federal,

state and international laws that govern the testing, manufacture, sale, pricing, reimbursement, and promotion of our products. These laws and regulations are designed to assure the safety, efficacy and quality of our products, to assure the protection of human subjects and their privacy, to respect animal welfare in the course of our research activities, and to help assure the independence and validity of our clinical research. MiNK expects its directors, officers and employees to become familiar with all applicable MiNK policies and procedures that assure compliance with these laws, and that all managers ensure that their employees are trained on such policies and procedures applicable to such employees. Violations of these laws and regulations can involve serious civil and criminal penalties for MiNK and the employee. Early identification and resolution of concerns can substantially mitigate any risk of harm to patients, and help prevent violations on the part of MiNK.

MiNK supports and complies with standards established by industry and professional groups that concern industry relationships with medical professionals and sponsorship of medical education and scientific symposia. In the United States, these standards include the American Medical Association (AMA) Guidelines on Gifts to Physicians from Industry and the Accreditation Council for Continuing Medical Education (ACCME) Guidelines for Commercial Support of Continuing Medical Education. Please familiarize yourselves with the applicable standards if you participate in the planning or conduct of these types of activities.

V. Conflicts of Interest

Directors, officers and employees may not engage in any activity that creates or gives the appearance of a conflict of interest. A “conflict of interest” occurs when the personal interest of a MiNK director, officer or employee interferes with MiNK’s interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a MiNK representative 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 MiNK’s best interests. Conflicts of interest may also occur when a MiNK director, officer or employee or his or her Immediate Family Member (as defined below) receives some personal benefit (whether improper or not) as a result of their position with MiNK. An “Immediate Family Member” includes a person’s spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who share that person’s home.

Interested Parties

In evaluating whether a relationship may give rise to a conflict of interest, a MiNK director, officer or employee should determine whether the other party:

- markets products or services that (a) compete with or (b) are in the same therapeutic field as any of MiNK’s existing or potential products and services;
- supplies product or services to MiNK; or

- purchases products or services from MiNK.

If so, such individual should report the relationship as described below.

Potential Interested Party Conflicts

Similarly, a MiNK director, officer or employee should report if they or any Immediate Family Member have any of the following relationships with parties that meet any of the criteria described in the section entitled “*Interested Parties*” above:

- has any substantial financial interest, including stock ownership, in the interested party;
- has provided a loan to the interested party;
- has received a loan from the interested party;
- is a landlord of the interested party;
- stands to financially benefit (directly or indirectly) from a transaction between MiNK and such interested party; or
- is a board member, officer or employee of the interested party.

Furthermore, no MiNK director or officer may accept any personal loan or guarantee of obligations from MiNK.

Notwithstanding any of the foregoing, in order not to unduly restrict the pool of potential highly qualified outside directors, a director who is not an employee of MiNK is permitted to consult for, invest in and advise any business if such director’s primary business involves engaging in such activities.

Reporting Potential Conflicts for Employees

Any activity or relationship of a MiNK employee that could reasonably be expected to give rise to a conflict of interest must be reported promptly and may only proceed if approved by (a) the MiNK employee’s direct manager, (b) a senior member of management (for purposes of this Code, any MiNK employee with the title Vice President or higher) in the employee’s department if the reporting employee’s manager is not a senior member of management, and (c) the MiNK General Counsel.

Reporting Potential Conflicts for Directors and Officers

Any activity or relationship of an MiNK director or officer that could reasonably be expected to give rise to a conflict of interest must be reported promptly and may only proceed if approved by (a) the MiNK General Counsel and (b) the Corporate Governance Committee.

Please contact the General Counsel if you have any questions regarding whether an activity could be construed to create or give rise to a conflict of interest in violation of this Code.

VI. Confidentiality; Protection and Proper Use of MiNK's Assets

Directors, officers and employees shall maintain the confidentiality of all information entrusted to them by MiNK or its suppliers, customers or other business partners, except when disclosure is authorized by MiNK or legally required, as determined by the MiNK Legal Department.

Confidential information includes (1) information marked "Confidential," "Private," "For Internal Use Only," or similar legends, (2) technical or scientific information relating to current and future products, services or research, (3) business or marketing plans or projections, (4) earnings and other internal financial data, (5) personnel information, (6) supply and customer lists and (7) other non-public information that, if disclosed, might be of use to MiNK's competitors, or harmful to MiNK or its suppliers, customers or other business partners.

The review and approval of the General Counsel or his/her designee is required prior to publications or public presentation or disclosure of trade secrets or proprietary information to ensure patent rights and trade secret information is protected.

To avoid inadvertent disclosure of confidential information, directors, officers and employees shall not discuss confidential information with or in the presence of any unauthorized persons, including family members and friends.

In conducting activities pertaining to clinical trials, it is important to adhere to the laws and regulations protecting patient privacy, and ensuring that protected patient health information remains confidential.

Directors, officers and employees are personally responsible for protecting those Company assets that are entrusted to them and for helping to protect MiNK's assets in general.

Directors, officers and employees shall use MiNK's assets for MiNK's legitimate business purposes only.

VII. Fair Dealing

MiNK is committed to promoting the values of honesty, integrity and fairness in the conduct of its business and sustaining a work environment that fosters mutual respect, openness and individual integrity. Directors, officers and employees are expected to deal honestly and fairly with MiNK's customers, suppliers, competitors, government agencies and officials and other third parties. To this end, directors, officers and employees shall not:

- make false or misleading statements regarding our products or services;

- make false or misleading statements about competitors;
- solicit or accept from any person that does business with MiNK, or offer or extend to any such person, gifts, gratuities, meals, cash or entertainment that could influence or reasonably give the appearance of influencing MiNK's business relationship with that person or go beyond common courtesies usually associated with accepted business practice. Offering gifts, gratuities, travel accommodations, meals, cash or entertainment (1) to government officials is generally unlawful, and (2) to health care professionals may also be unlawful unless it is in conjunction with an approved educational or business arrangement. Such offerings should only be made in accordance with applicable laws and regulations and MiNK's policies. See *Compliance with Laws, Rules and Regulations* above for more information. Common sense and moderation should prevail in such activities engaged in or on behalf of MiNK;
- solicit or accept any fee, commission or other compensation for referring customers to third-party vendors; or
- otherwise take unfair advantage of MiNK's customers, suppliers or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.

VIII. Accurate and Timely Public Disclosure

MiNK is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the reports that it is required to file and in its other public communications. To this end, MiNK shall:

- comply with generally accepted accounting principles at all times;
- maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- maintain books and records that accurately and fairly reflect MiNK's transactions;
- prohibit the establishment of any material undisclosed or unrecorded funds or assets;
- maintain a system of internal controls that will provide reasonable assurances to management that material information about MiNK is made known to management, particularly during the periods in which MiNK's periodic reports are being prepared; and
- present information in a clear and orderly manner and avoid the use of unnecessary legal and financial jargon in MiNK's reports and public communications.

To maintain reliability and accuracy, specific Company spokespersons are designated to respond to questions from the public. Only these individuals are authorized to release information to the public at appropriate times. All inquiries from the media or investors should be forwarded immediately to the Chief Executive Officer or his or her designee.

The General Counsel must approve all press releases, speeches, publications, social media posts or other official Company disclosures in advance.

IX. Cooperation with Government Investigations and Subpoenas

Virtually all laws regulating the conduct of the Company's business, including pharmaceutical research, development, manufacturing and marketing, antitrust, insurance, government procurement, and securities regulation, contain criminal as well as civil penalties. The criminal penalties attach not only to MiNK but may also apply to employees whose actions or failures to act violate the law. Government agencies (such as the FDA or the Securities and Exchange Commission or similar international regulatory bodies) may from time to time conduct audits, inquiries or investigations of activities at MiNK.

It is the policy of MiNK to cooperate with every reasonable and valid request by federal, state, local and international government investigators. Appropriate handling of government investigations is critical to the Company and all of its representatives. MiNK seeks to cooperate with government investigations, but it is important to determine how it will respond to any particular inquiry. The Company generally has the right to be represented in such investigations by its own regulatory personnel and by legal counsel.

If you learn that a government investigation or inquiry is underway, or if you receive a work-related subpoena or government request for information or access to documents or files, *immediately* contact:

- A. the Head of Regulatory ([●]); and
- B. the General Counsel ([●]),

so that appropriate action can be taken. If it involves the FDA or a similar governmental regulatory agency, the Head of Regulatory will assist you in the investigation or audit. In other matters, the General Counsel will assist you in responding to the inquiry.

If a government investigator requests an interview with you, you have the right to cooperate, but are not under any obligation to do so on your own. You should immediately contact the General Counsel (and, if it involves the FDA or a similar governmental regulatory agency, the Head of Regulatory), who will then provide advice as to further action. If you elect to respond to a government investigator, follow these guidelines:

- Verify the investigator's authority – We are entitled to a clear statement and evidence (such as an agency badge or I.D. card) of an investigator's law enforcement status. We will also ask for a clear statement of the nature, subject matter and purpose of the inquiry. Normally, this should be handled by the Head of Regulatory.
- Discussions with investigators – If you speak to investigators, you must speak truthfully and are subject to prosecution for false statements to a government investigator. You are not authorized by MiNK to reveal privileged or protected MiNK information without the General Counsel's specific consent (e.g., attorney

client privileged legal advice may not be disclosed, and employee human resource information is not generally subject to FDA inspection).

- Company Documents – All MiNK files and documents of any kind (including computer files and documents) that you have at home, work or elsewhere are the property of the Company. You have the right to obtain legal advice from a Company attorney before turning over any files or documents to an investigator to ensure they are not privileged or otherwise exempt from disclosure.

One important exception is that an employee need not resist a search warrant and should not interfere with any law enforcement officer who has one. Any such search, however, should be reported immediately to the General Counsel.

Prohibited Conduct – You should never, under any circumstances, do any of the following:

- Destroy or alter any Company documents or records in anticipation of or in response to a request for those documents from a government investigator;
- Lie or make misleading statements to government investigators during any investigation (federal statutes make it illegal to make false statements to investigators under any circumstances); or
- Pressure or attempt to cause anyone to hide information from or provide false or misleading information to government investigators.

Private Investigators – Private investigators have no legal right to require an employee to speak with them, and you are not authorized to speak with private investigators. Please refer any inquiries from private investigators to the General Counsel.

X. Waivers

The provisions of this Code may be waived only by a resolution of MiNK’s Board of Directors upon the recommendation of the Corporate Governance Committee. Any amendment to or waiver of this Code, including an implicit waiver resulting from the failure to take action in response to a violation of, any provisions of this Code that applies to or is granted to a director or executive officer of MiNK, including, but not limited to, MiNK’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, will be publicly disclosed to the extent and in the manner required by the securities exchange or association on which MiNK’s securities are listed for trading or any applicable rule or regulation of the Securities and Exchange Commission.

XI. Prohibition Against Discrimination; Equal Opportunity Employment

MiNK is committed to building a diverse and inclusive company and maintaining the highest integrity in the work environment. Our employees must comply with all applicable employment laws, as well as with our policies addressing workplace conduct. We base hiring, promotions, and performance management decisions on qualifications

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

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

XII. Health and Safety

MiNK is committed to providing a safe and healthy work environment for its employees and all other individuals working on MiNK's behalf. MiNK also recognizes that the responsibilities for a safe and healthy work environment are shared with you. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by working in a safe manner and by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

MiNK strives to maintain a safe work environment that is free from violence. MiNK prohibits violence of any kind directed towards or against MiNK employees, consultants, partners, customers or suppliers whether such violence arises by way of co-workers or by way of employees of other organizations who interact with MiNK employees. MiNK will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, teasing or any other conduct that leads to violence in the workplace.

Additionally, subject to applicable laws, MiNK prohibits possession of any dangerous weapons on its premises, including at MiNK sponsored events, unless they are properly secured in the individual's vehicle. Such prohibited weapons include firearms, weapons accessories and dangerous substances.

COMPLIANCE CERTIFICATE

I have read and understand MiNK's Code of Business Conduct and Ethics (the "Code"). I will adhere in all respects to the Code. I understand that the early identification and reporting of concerns provides MiNK with the best opportunity to address and avoid potential violations. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

By signing below, I certify to MiNK that:

I am not in violation of the Code

or

I am in violation (or believe I may be in violation) of the Code, I have fully and accurately completed the *Statement of Exceptions* attached to this Compliance Certificate, and I have submitted such signed *Statement of Exceptions* to the General Counsel of MiNK.

Date:

Name:

Title/Position: