

BIODEFENSE COMMERCIALIZATION FUND

CODE OF CONDUCT

The Biodefense Commercialization Fund was established in 2021 to encourage and accelerate the development and commercialization of solutions for serious infectious disease threats, including COVID-19 and its variants, while fostering the creation of new life science businesses and supporting industry growth. The Fund offers grants to life science startups and academic centers that are developing promising diagnostics, vaccines, therapeutics, and such other innovations as epidemiological surveillance tools, environmental controls, and clinical care advances that address or mitigate infectious disease threats.

The Fund will reside within ESD, which will be guided on the shaping, implementation and ongoing work of the Fund by an Executive Committee. The Executive Committee will include, in addition to representation from ESD, a representative from DOH, and representatives from academia and from the life science venture investment community.

An Expert Review Panel that will serve a variety of roles over the life of the Fund will include experts from the biopharma industry, the life science venture community, serial life science entrepreneurs, and academic life science researchers with deep domain expertise. Members of the Panel will review, evaluate, score and provide feedback to ESD about which applications are most likely to deliver innovative and commercially viable solutions for infectious disease threats. Panel members also may be available to provide mentorship and advice to grant recipients.

Furthermore, Mentors, who are experienced professionals skilled in facilitating commercialization of life science research or other innovations that address or mitigate infectious disease threats and in establishing successful companies in New York State, may be utilized to provide guidance and monitoring towards success in reaching R&D milestones and will recommend pivots, if deemed necessary, in order to achieve milestones needed to advance toward commercialization.

This Code of Conduct describes the ethical responsibilities of Members of the Executive Committee, Expert Review Panel, and anyone designated as a Mentor (“Members”).

This Code does not supersede or replace any other applicable laws, regulations, or requirements.

SECTION 1. CODE OF ETHICS

1. Conflicts of Interest: Members shall avoid actual and potential conflicts of interest and shall not allow their personal interests, financial or otherwise, or those of a Relative, to interfere with, or appear to interfere with, their independent advice as a Member.
2. Confidential Information: Members shall not disclose information obtained as a result of membership that is not otherwise public and shall not use information to further their own interests or those of another Member or a Relative.
3. Unwarranted Privileges: Members shall not use or attempt to use their position on the Executive Committee or Expert Review Panel or as a Mentor to secure unwarranted privileges for themselves, any other person, or any entity.

SECTION 2. RECUSAL

1. Recusal: No Member shall participate in any discussion or vote, attempt to influence such discussion or vote, or review materials relating to any entity where such Member or Relative has an interest as a board member, owner, officer, employee or Investor in the entity or in a potential direct competitor, or where such Member or Relative has a financial interest in the matter. No Member shall attend such discussions or votes, unless such discussions or votes are taking place as part of a meeting or proceeding open to the public.

SECTION 3. DEFINITIONS

1. "Member" means any member of the Executive Committee or Expert Review Panel or any person designated as a Mentor of the Biodefense Commercialization Fund.
2. "Relative" includes any person living in the same household as the Member, or the spouse, parent, child, or sibling of a Member.
3. A Member is an "Investor" in an enterprise if he or she has provided money or resources to that enterprise; however, investments in mutual funds, index funds and investments

in publicly traded stock are not included in the definition of Investor for purposes of this Code of Conduct.

SECTION 4. ETHICS OFFICER

ESD's Ethics Counsel shall serve as Ethics Officer for the Program. If a Member is unsure if he or she has an actual or potential conflict of interest, or has any other questions regarding the interpretation and application of this Code of Conduct, the Member should contact the Ethics Officer for guidance. Members are encouraged to disclose known relationships and potential conflicts of Interest to prevent even the appearance of impropriety.

SECTION 5. ACKNOWLEDGMENT

I have read the foregoing, and I agree to comply with and be bound by, the Biodefense Commercialization Fund Code of Conduct.

Print Name

Signature

Date