

Spatial Genomics, Inc.

Financial Conflict of Interest (FCOI) Policy

Revised April 23, 2026

1. Purpose

The purpose of this policy is to establish the requirements and responsibilities associated with identifying, reviewing, managing, and reporting financial conflicts of interest in order to safeguard the integrity of Spatial Genomics, Inc. (the Company) research and to comply with applicable federal requirements governing Public Health Service (PHS)-funded research, including National Institutes of Health (NIH) grants and cooperative agreements.

This policy is intended to promote objectivity in research by establishing standards that provide a reasonable expectation that the design, conduct, and reporting of PHS-funded research will be free from bias resulting from Investigator financial conflicts of interest.

2. Scope

This policy applies to every Investigator who is planning to participate in, or is participating in, PHS-funded research conducted by or through the Company, including NIH-funded grants and cooperative agreements. It also applies, as applicable, to subrecipient Investigators under written subaward or consortium agreements.

This policy does not apply to Phase I SBIR or STTR applications and awards to the extent excluded from the PHS FCOI regulation.

3. Summary of Requirements and Process

1. Each Investigator must disclose their significant financial interests (SFIs), including the SFIs of their spouse and dependent children, that are related to the Investigator's institutional responsibilities, no later than the time of application for PHS-funded research.
2. Each Investigator participating in PHS-funded research must submit an updated disclosure at least annually during the period of the award and within 30 days of discovering or acquiring a new SFI.
3. The Company's designated official(s), identified in this policy as the Chief Financial Officer (CFO) or designee, shall review each disclosed SFI to determine whether it is related to PHS-funded research and whether it constitutes an FCOI.
4. Before any PHS funds are expended, the Company must identify, manage, and report any FCOI as required by regulation.
5. If a new FCOI is identified during an ongoing project, the Company must report it to the PHS Awarding Component within 60 days and implement an appropriate management plan.
6. The Company will maintain a publicly accessible website containing this policy and will make required information regarding certain identified FCOIs of senior/key personnel publicly available in accordance with this policy and applicable regulation.
7. The Company will require training before an Investigator engages in PHS-funded research, at least every four years thereafter, and immediately under the circumstances described in this policy.

4. Roles and Responsibilities

4.1 Designated Official

The Chief Financial Officer (CFO), or a formally designated alternate, is the Company official responsible for soliciting and reviewing disclosures of SFIs; determining whether disclosed SFIs are related to PHS-funded research; determining whether an FCOI exists; developing, implementing, and monitoring management plans; maintaining records; ensuring required public accessibility; and submitting required FCOI reports to the PHS Awarding Component.

4.2 Principal Investigator

The Principal Investigator is responsible for identifying all Investigators on a project and ensuring that required disclosures and training are completed before engaging in PHS-funded research and throughout the award period.

4.3 Investigators

Each Investigator is responsible for understanding this policy, completing required training, making timely and complete disclosures, providing additional information requested by the Company, and complying with any management plan.

5. Training

Each Investigator, including each subrecipient Investigator to whom this policy applies, must complete FCOI training prior to engaging in PHS-funded research and at least every four years thereafter. Training must also be completed immediately if:

- the Company revises its FCOI policy in a manner that affects Investigator requirements;
- an Investigator is new to the Company; or
- the Company finds that an Investigator is not in compliance with this policy or with a management plan.

The Company may use the NIH FCOI tutorial or another training program that meets regulatory requirements. Investigators must provide documentation of completion to the CFO or designee.

6. Key Definitions

Institution: Any domestic or foreign, public or private, entity or organization (excluding a federal agency) applying for or receiving PHS research funding.

Investigator: The project director or principal investigator and any other person, regardless of title or position, who is responsible for the design, conduct, or reporting of PHS-funded research, or proposed for such funding, which may include collaborators or consultants.

Institutional responsibilities: An Investigator's professional responsibilities on behalf of the Company, including research, research consultation, teaching, professional practice, institutional committee memberships, and service on panels such as Institutional Review Boards or Data and Safety Monitoring Boards, as applicable.

Financial interest: Anything of monetary value, whether or not the value is readily ascertainable.

Significant financial interest (SFI): A financial interest of the Investigator, and of the Investigator's spouse and dependent children, that reasonably appears to be related to the Investigator's institutional responsibilities and that meets the thresholds or categories described in Section 7 of this policy.

Financial conflict of interest (FCOI): An SFI that the Company, through its designated official(s), reasonably determines could directly and significantly affect the design, conduct, or reporting of PHS-funded research.

Senior/key personnel: The PD/PI and any other person identified as senior/key personnel by the Company in the application, progress report, or other report submitted to NIH or another PHS Awarding Component.

Manage: Taking action to address an FCOI, which may include reducing or eliminating the conflict, to ensure to the extent possible that the design, conduct, and reporting of research will be free from bias.

7. Significant Financial Interests Requiring Disclosure

Each Investigator must disclose to the Company all domestic and foreign SFIs, including those of the Investigator's spouse and dependent children, that are related to the Investigator's institutional responsibilities.

Disclosable SFIs include the following:

- For a publicly traded entity, remuneration received from the entity in the 12 months preceding disclosure plus the value of any equity interest in the entity as of the date of disclosure, when aggregated, exceeds \$5,000.
- For a non-publicly traded entity, remuneration received from the entity in the 12 months preceding disclosure, when aggregated, exceeds \$5,000, or the Investigator or the Investigator's spouse or dependent children hold any equity interest in the entity.
- Income related to intellectual property rights and interests, such as patents and copyrights, upon receipt of such income.
- Any reimbursed or sponsored travel related to institutional responsibilities, subject to the exclusions below. The disclosure must include, at a minimum, the purpose of the trip, the identity of the sponsor or organizer, the destination, and the duration. The Company may require additional information, including the monetary value, in order to determine whether the travel constitutes an FCOI.
- All foreign financial interests that meet the threshold for disclosure, including income from seminars, lectures, or teaching engagements, income from service on advisory committees or review panels, and reimbursed or sponsored travel received from any foreign entity, including foreign institutions of higher education and foreign governments, when such income or travel is related to institutional responsibilities and is otherwise disclosable under applicable regulation.

The following interests are not SFIs for purposes of this policy:

- Salary, royalties, or other remuneration paid by the Company to the Investigator if the Investigator is currently employed or otherwise appointed by the Company.
- Intellectual property rights assigned to the Company and agreements to share in royalties related to such rights.
- Any ownership interest in the Company held by the Investigator, if the Company is a commercial or for-profit organization.
- Income from investment vehicles such as mutual funds and retirement accounts, so long as the Investigator does not directly control the investment decisions made in those vehicles.
- Income from seminars, lectures, or teaching engagements sponsored by a U.S. federal, state, or local government agency, a U.S. institution of higher education, an academic teaching hospital, a medical center, or a research institute affiliated with a U.S. institution of higher education.
- Income from service on advisory committees or review panels for a U.S. federal, state, or local government agency, a U.S. institution of higher education, an academic teaching hospital, a medical center, or a research institute affiliated with a U.S. institution of higher education.

8. Timing of Disclosures

- No later than the time of application for PHS-funded research.
- At least annually during the period of the award, according to the Company's annual disclosure cycle.
- Within 30 days of discovering or acquiring a new SFI, including by purchase, marriage, inheritance, or other means.

9. Review and Determination Procedures

The CFO or designee shall review each disclosed SFI to determine whether the SFI is related to PHS-funded research. An SFI is related to PHS-funded research when the Company reasonably determines that the SFI could be affected by the research or is in an entity whose financial interest could be affected by the research. A disclosed SFI constitutes an FCOI when the Company reasonably determines that the SFI could directly and significantly affect the design, conduct, or reporting of the PHS-funded research.

The Company may involve the Investigator in providing relevant information, but the determination of whether an SFI is related to the research and whether it constitutes an FCOI rests with the Company's designated official(s).

Whenever, in the course of an ongoing PHS-funded research project, an Investigator who is new to participating in the research project discloses an SFI, or an existing Investigator discloses a new SFI, the CFO or designee shall within 60 days review the disclosure, determine whether it is related to PHS-funded research, determine whether an FCOI exists, and, if so, implement at least an interim management plan.

Whenever the Company identifies an SFI that was not disclosed timely by an Investigator or, for whatever reason, was not previously reviewed during an ongoing PHS-funded research project, the CFO or designee shall within 60 days review the SFI, determine whether it is related to PHS-funded research, determine whether an FCOI exists, and, if so, implement at least an interim management plan pending completion of any required retrospective review.

10. Management of Financial Conflicts of Interest

Before the expenditure of any funds under a PHS-funded research project, the Company shall develop and implement a management plan for each identified FCOI. Management strategies may include, but are not limited to, the following:

- Public disclosure of FCOIs, including in publications and presentations.
- Disclosure of FCOIs directly to human subjects research participants, when applicable.
- Review of research protocols by independent reviewers.
- Monitoring of research by independent reviewer(s).
- Modification of the research plan.
- Change of personnel or personnel responsibilities, or disqualification of personnel from participation in all or a portion of the research.
- Reduction or elimination of the SFI, including divestiture of an equity interest.
- Severance of relationships that create FCOIs.

Each management plan shall be documented, signed by the Investigator and the CFO or designee, and monitored on an ongoing basis until completion of the PHS-funded research project.

11. Reporting to the PHS Awarding Component

The Company shall submit FCOI reports through the applicable federal system, including the eRA Commons FCOI Module when required by NIH, as follows:

- Initial FCOI report: prior to the Company's expenditure of any funds under a PHS-funded research project.
- Newly identified FCOI during an ongoing project: within 60 days of identifying the FCOI.
- Annual FCOI report: for each previously reported FCOI, for the duration of the project period or until the FCOI no longer exists.

Each initial FCOI report shall include the information required by regulation, including the grant number; PD/PI or Contact PD/PI; name of the Investigator with the FCOI, if different; name of the entity with which the Investigator has an FCOI; the nature of the FCOI; the value of the financial interest in the applicable prescribed ranges or a statement that value cannot be readily determined; a description of how the financial interest relates to the PHS-funded research; the basis for the Company's determination that the financial interest conflicts with the research; and the key elements of the management plan.

12. Noncompliance, Retrospective Review, and Mitigation

Whenever an FCOI is not identified or managed in a timely manner, including when an Investigator fails to disclose an SFI, the Company fails to review or manage an FCOI, or an Investigator fails to comply with a management plan, the Company shall within 120 days of its determination of noncompliance complete a retrospective review of the Investigator's activities and the PHS-funded research project to determine whether any research conducted during the period of noncompliance was biased in the design, conduct, or reporting of the research.

If bias is found, the Company shall promptly notify the PHS Awarding Component and submit a mitigation report that includes the key elements of the retrospective review and a description of the impact of the bias on the research project, together with the Company's plan of action or actions taken to eliminate or mitigate the effect of the bias.

The Company may impose interim measures as appropriate during the period between the identification of noncompliance and the completion of the retrospective review.

13. Enforcement and Sanctions

Investigators are expected to comply fully and promptly with this policy and with any management plan. Failure to comply may result in corrective action, sanctions, discipline, removal from the research project, or other administrative action, consistent with Company policy and applicable law. The Company shall also comply with any federal notification obligations arising from noncompliance.

If the failure of an Investigator to comply with this policy or an FCOI management plan appears to have biased the design, conduct, or reporting of PHS-funded research, the Company shall promptly notify the PHS Awarding Component of the corrective action taken or to be taken.

If HHS determines that a PHS-funded project of clinical research whose purpose is to evaluate the safety or effectiveness of a drug, medical device, or treatment was designed, conducted, or reported by an Investigator with an FCOI that was not managed or reported as required, the Company shall require the Investigator involved to disclose the FCOI in each public presentation of the results of the research and to request an addendum to previously published presentations.

14. Record Retention

The Company shall maintain records relating to all Investigator disclosures of financial interests; the Company's review of, and response to, such disclosures, whether or not the disclosure resulted in a determination of an FCOI; all actions under this policy; and any retrospective review, if applicable, for at least three years from the date the final expenditure report is submitted to the PHS or, where applicable, from other dates specified in 2 CFR 200.334 for different situations.

15. Subrecipient Requirements

Before issuing a subaward or consortium agreement under a PHS-funded project, the Company shall enter into a written agreement with each subrecipient establishing whether the Company's FCOI policy or the subrecipient's FCOI policy will apply to the subrecipient Investigators.

- If the subrecipient's policy applies, the subrecipient must certify that its policy complies with the PHS FCOI regulation, and the written agreement must specify time periods for the subrecipient to report identified FCOIs to the Company that are sufficient to enable the Company to meet its reporting obligations to the PHS Awarding Component, including prior to expenditure of funds and within 60 days of any subsequently identified FCOI.
- If the Company's policy applies, the written agreement must specify time periods for the subrecipient to submit all required Investigator disclosures to the Company that are sufficient to enable the Company to meet its review, management, and reporting obligations in a timely manner.
- The Company remains responsible for reporting all identified FCOIs of subrecipient Investigators to the PHS Awarding Component consistent with applicable regulation.

16. Public Accessibility

The Company shall maintain this policy on a publicly accessible website. If the Company does not have any current presence on a publicly accessible website, and only in that case, it shall make this policy available to any requestor within five business days of a request.

The Company shall also submit its publicly accessible FCOI policy to NIH through the eRA Commons Institution Profile (IPF) Module, as required for NIH-funded recipients subject to the FCOI regulation.

Before the expenditure of any funds under a PHS-funded research project, the Company shall ensure public accessibility of information concerning any SFI held by senior/key personnel that was disclosed and is still held by the senior/key personnel, is related to the PHS-funded research, and has been determined by the Company to be an FCOI.

Such publicly accessible information shall include, at a minimum:

- the Investigator's name;
- the Investigator's title and role with respect to the research project;
- the name of the entity in which the SFI is held;
- the nature of the SFI; and
- the approximate dollar value of the SFI using permissible dollar ranges, or a statement that the value cannot be readily determined through reference to public prices or other reasonable measures of fair market value.

If the Company uses a publicly accessible website for this purpose, the information shall be updated at least annually, updated within 60 days of a newly identified FCOI, and remain available for at least three years from the date the information was most recently updated.

17. Availability of Information to HHS

Upon request, the Company shall promptly make information available to HHS or the PHS Awarding Component relating to any Investigator disclosure of financial interests and the Company's review of, and response to, such disclosure, whether or not the disclosure resulted in the Company's determination of an FCOI.

18. Regulatory References

- 42 CFR Part 50, Subpart F
- NIH Grants Policy Statement, Section 4.1.10 Financial Conflict of Interest (Revised March 2026)
- 2 CFR 200.334