



CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for all employees and all others acting on behalf of AVEO Pharmaceuticals, Inc. (“AVEO” or the “Company”). This Code, endorsed by AVEO’s Board of Directors, 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, rules, and regulations.

Compliance with Laws, Rules, Regulations and Company Policies

The Company requires you to 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, in letter and spirit, with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule, or regulation by the Company, whether by its employees or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to the Company’s Compliance Counsel or the Legal Department. While it is the Company’s desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity to the appropriate regulatory authority. This Code should not be construed to prohibit you from reporting illegal activity to the appropriate regulatory authority or from testifying, participating, or otherwise assisting in any state or federal administrative, judicial, or legislative proceeding or investigation.

You are expected to review and familiarize yourself with all Company policies and you are also expected to comply with such policies.

Conflicts of Interest

You must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest.” A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest can arise whenever you take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to your manager, the Company’s Compliance Counsel or Legal Department or, if you are a member of the Management Leadership Team, to the Executive Leadership Team (ELT), who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

Effective Date: 2/6/2024

Honest and Ethical Conduct and Fair Dealing

You must always endeavor to deal honestly, ethically, and fairly with the Company's suppliers, customers, competitors, and employees. 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.

Protection and Proper Use of Corporate Assets

You should seek to protect the Company's assets, including proprietary information. Theft, carelessness, and waste have a direct impact on the Company's performance. You must use the Company's assets and resources solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

You must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

Gifts and Gratuities

The use of Company funds or assets for gifts, gratuities or other favors to employees or government officials is prohibited, except to the extent such gifts, gratuities or other favors are in compliance with applicable law, 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 (1) in compliance with the policies of both the Company and the recipient and (2) are in compliance with applicable law.

You must not accept or permit any member of your 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. You should only provide, or accept, business entertainment to or from anyone doing business with the Company if the entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable law.

Bribes and kickbacks are criminal acts that are 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 to obtain or retain business.

Financial Reports

Laws require us to be honest and accurate in our financial records so that they appropriately reflect our business transactions. In addition, the Company is required to develop and maintain an adequate system of internal accounting controls. Inaccurate financial reporting could impact the Company's reputation and subject the Company to fines and penalties.

You must honestly and accurately report all business transactions. When submitting business expenses, follow the Company's Travel & Entertainment and Expense Reimbursement Policy. Clearly and accurately describe all requests for payments and provide supporting documentation. You are responsible for the accuracy of your records and reports.

All Company books, records and accounts must be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

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.

Dealings with Auditors and Investigators

From time to time, AVEO may engage independent auditors or investigators to conduct internal audits or investigations. At all times, you are expected to cooperate with any internal audit or investigation of the Company. Do not make any false or misleading statements in connection with any audit, investigation, review, or examination of the Company's financial statements or business operations. Do not take any action to coerce, manipulate, mislead, or inappropriately influence any accountant engaged in the performance of an audit or review of the Company's financial statements.

Reporting and Responding to Misconduct

AVEO relies on you to speak up about potential violations of our Code, policies, procedures, the law, or other misconduct. The Company provides a safe environment where our employees are encouraged, prepared, and empowered to raise concerns. Sometimes it may seem easier to keep quiet or look the other way, but acting is critical because potential misconduct can have serious consequences for the Company. Reporting potential misconduct helps our Company to address concerns before they become bigger problems and helps safeguard our Company's reputation.

You can report concerns to your manager, the Human Resources Department, the Company's Compliance Counsel, or the Legal Department. In some cases, your manager is the best first resource for raising a concern. The Company realizes, however, that there may be instances in which you are not comfortable speaking to your manager or identifying yourself when raising a concern. You may report violations of this Code or any applicable law, on a confidential or anonymous basis, by email at compliance@aveooncology.com or you may leave a recorded message on a toll free Ethics Hotline at 844-

989-2843 that is operated by an independent third-party service, available 24 hours a day, 7 days a week and allows individuals to raise concerns or ask questions confidentially. While the Company prefers that you identify yourself when reporting violations so that it may follow up with you, as necessary, for additional information or to inform you that the investigation is complete, you may leave messages anonymously if you wish. The information you provide using the Ethics Hotline will be relayed to the Compliance Counsel for investigation or response.

You should know that the Company does not tolerate retaliation against anyone because they have raised, in good faith, an issue or concern or have brought important workplace and business issues to the attention of management. The Company also does not tolerate retaliation against employees or other individuals because they have provided truthful information in connection with investigations. AVEO takes claims of retaliation seriously – anyone who is found to have committed a retaliatory act is subject to disciplinary action, up to and including termination. If you believe that you or someone you know is the victim of retaliation, please report it immediately.

All managers at AVEO have a special responsibility to encourage employees to communicate openly about workplace issues and to create an environment that encourages discussion at all levels of the organization. The Company expects managers to encourage employees to inform them about issues in the workplace and that their manager is committed to help the employee find an appropriate solution. As a manager, you should notify the Compliance Counsel, Legal Department, the Human Resources Department, or the ELT of any compliance concern brought to your attention. As a manager, you are accountable to ensure that employees who bring forward concerns or who provide information in connection with an investigation are protected from acts or retaliation by co-workers, management, or others in their work environment.

AVEO investigates allegations of misconduct in a manner that promotes confidentiality, dignity and respect, objectivity, promptness, and non-retaliation. All employees and anyone acting on behalf of AVEO are required to cooperate fully and honestly with any internal investigation, including acknowledgment of your own behaviors that may be inconsistent with Company policies. Self-reporting may not protect you against consequences for misconduct but may mitigate those consequences.

AVEO takes violations seriously. Corrective and disciplinary actions will be taken against individual employees who are determined to have engaged in misconduct based on the findings of an investigation. In addition, the Company may take other actions to improve compliance and to prevent similar violations from occurring again.

Dissemination and Amendment

This Code shall be distributed to each new employee of the Company upon commencement of their employment with the Company. Any updates to the Code shall be distributed to all employees and directors, and each employee shall certify that they have received, read, and understood the Code and have complied with its terms.

If you have questions about this Code, please contact AVEO's Compliance Counsel or the Legal Department.