



**MEI PHARMA, INC.**  
**CORPORATE DISCLOSURE POLICY**  
(Approved by the Board of Directors on March 17, 2020)

**I. Statement of Policy**

It is the policy of MEI Pharma Inc. (the “Company”) to provide consistent, full and fair public disclosure of material information pertaining to its business, regardless of the nature of such information, in accordance with the requirements of the Securities and Exchange Commission (the “SEC”), NASDAQ, the Financial Industry Regulatory Authority and applicable law, notably, Regulation FD promulgated by the SEC under the Securities Exchange Act of 1934, as amended, as summarized on Exhibit A hereto. The Company has adopted this corporate disclosure policy (the “Policy”) in an effort to minimize the potential for the selective disclosure of material nonpublic information and to comply with Regulation FD. This Policy applies to all communications by the Company and its directors, employees and consultants with the media, market professionals, investors and securities holders, as well as communications via social media applications. Failure by employees to comply with this Policy will result in discipline and may result in termination. This policy is in addition to the Company’s policy concerning insider trading.

**II. Details of Policy**

**A. Press Releases**

All press releases must be reviewed and approved by the Company’s CEO and General Counsel. Upon approval, the Company will notify NASDAQ of its intention to distribute the press release before it is distributed publicly as and when required by NASDAQ rules. The press release will be distributed via a news wire service in order to ensure simultaneous disclosure to the general public. After a press release has been made available to the general public, it will be posted on the Company’s website promptly, and, if necessary, a Form 8-K will be filed with respect to the matters disclosed in the press release. Please see paragraph H below for a more complete description of the Company’s policy regarding the dissemination of material non-public information. The Company’s CEO will designate the appropriate person to implement the transmission of the press release through the appropriate communication channels.

**B. Spokespeople**

It is the Company’s intent to limit the number of spokespersons authorized to speak on the Company’s behalf. Accordingly, the Company has authorized only the following representatives to communicate with members of the media, investors, analysts or other market professionals, or securities holders regarding the Company’s financial performance or corporate activities (collectively, the “Spokespeople” and individually, a “Spokesperson”):

- Chief Executive Officer;
- Chief Financial Officer;
- Chief Operating Officer & General Counsel; or
- VP, Investor Relations & Corporate Communications



Additional representatives may be authorized by the CEO to respond to specific inquiries as necessary or appropriate.

The Spokespeople shall be integrally involved in scheduling and developing presentations for all meetings and other communications with media, investors, analysts or other market professionals or securities holders. After public dissemination of any material non-public information, all coverage of the Company's disclosure shall be monitored by the Spokespeople to ensure accurate reporting and to take corrective measures if and when necessary.

Directors, consultants and employees who are not Spokespeople shall refer all communications from the media, investors, analysts or other market professionals or securities holders, to the Spokespeople.

### **C. Responding to Market Rumors**

As long as representatives of the Company are not the source of market rumors, the Company's general policy is to respond consistently to questions about rumors in the following manner: "It is our policy not to comment about market rumors or speculation." In addition, it is the Company's policy not to issue news releases that deny or confirm market rumors unless it has been determined that the Company or one of its representatives is the source of such market rumors. Exceptions to this policy may be made as deemed appropriate by the CEO.

### **D. Forward-looking Information**

The Company may make forward-looking statements or provide guidance in relation to its earnings, business and performance outlook. The Company's policy is to provide investors with forward-looking information and guidance in conformity with the "safe harbor" provision of the Private Securities Litigation Reform Act of 1995 (the "PSLRA").

All public disclosures by the Company in the form of news releases, conference calls and investor presentations shall be accompanied by a "safe harbor" discussion that reviews or refers to specific risk factors that could cause actual results to differ materially from those projected in the statement (see further discussion below).

All public disclosure containing forward-looking statements or guidance that contains material non-public information shall be made in a Reg. FD compliant communication.

### **E. Website Policy**

The Company maintains its own corporate website, while outsourcing certain content, on which it offers updated, timely information, which may include news releases, Company presentations, SEC filings, annual reports and other relevant data. All information posted on the Company's website or on any social media account maintained by the Company must be reviewed and approved by a Spokesperson, prior to posting. Any written materials shall include a hotlink to or include appropriate cautionary disclosures in order to take advantage of the safe harbor under



the PSLRA. No material, nonpublic information shall be posted on the Company's website or on any social media account maintained by the Company unless it has previously or simultaneously been disseminated via other methods reasonably designed to ensure broad, non-exclusionary distribution of the information.

## **F. Social Media Policy**

MEI Pharma's general corporate disclosure policy also applies to communications on social media platforms. MEI maintains a social media presence on LinkedIn and Twitter and may from time to time have a presence on other social media platforms. Unless given explicit authorization by a Spokesperson, employees and consultants are prohibited from posting on behalf of MEI on any social media platform. Authorized social media postings on behalf of MEI may not share material non-public information or otherwise share confidential information, including trade secrets, preclinical and clinical data, financial projections, corporate developments and operational information. Many MEI employees may operate their own social media accounts independent of the company; MEI asks that these employees make clear their opinions are their own, and prohibits them from divulging any non-public information about MEI. In any online interactions, employees are asked to behave professionally, use common sense, and demonstrate respect for individuals involved in the discussion.

## **G. Chat Rooms**

Company directors, employees or consultants are prohibited from posting any information about the Company, its business or future performance on the Internet, in chat rooms, on social media sites or on bulletin boards.

## **H. Investor Inquiries**

The Company's policy is to respond to routine requests for corporate information. Any request for material, non-public information will be denied. Also, it is the Company's general policy not to distribute any analyst reports. It is the Company's intention that telephone inquiries about the Company will be returned by one of the Spokespeople within a reasonable period of time, subject to the other provisions of this Policy.

## **I. Dissemination of Material Non-Public Information - Statement of Policy**

When the Company discloses material non-public information to investors, analysts or other market professionals, or securities holders, its policy shall be to transparently and simultaneously disclose the information to the public.

1. Public disclosure may be made by:
  - a. issuing a widely disseminated (via news wire) press release;
  - b. a publicly accessible conference call or webcast, for which there has been advance public notice; or
  - c. filing of an SEC disclosure document, most typically a Form 8-K. (Note, if an 8-K is used solely to satisfy Regulation FD, the information may be "furnished" instead



of “filed”).

2. One-on-one meetings and conversations with investors, potential investors, analysts or other market professionals are important components of the Company’s on-going investor relations efforts. However, the Company will not discuss material non-public information during these meetings or conversations. Such meetings and conversations shall be limited to discussions of information that has previously been disclosed, non-material information or generally known Company or industry information. No one other than one of the Spokespeople shall speak with members of the media, investors, analysts or other market professionals, or securities holders. However, the Company recognizes that it may be desirable from time to time for executives other than those listed above to speak with analysts or institutional investors after obtaining the prior approval of either the CEO, the CFO or General Counsel.

3. If the Company learns that it or one of the designated Spokespeople has made a non-intentional selective disclosure of material non-public information to an investor, analyst or other market professional, or stockholder not under obligation of confidentiality or trust, it must make prompt (within 24 hours) public disclosure of that information pursuant to Regulation FD. If there is an intervening weekend or holiday, the disclosure shall be made before the open of market on the next trading day. Whenever one of the Spokespeople has a doubt concerning whether a disclosure made by him or her was in fact material or non-public, he or she will promptly consult with the Company’s General Counsel in order to permit, if necessary, a corrective public disclosure to be made within 24 hours.

4. The Company shall allow the public to listen via telephone or webcast to analyst conference calls where it may disclose material non-public information only if the conference call is publicly announced and otherwise Reg. FD compliant, as provided by paragraph 5 below. Only professionals will be invited to ask questions. Any forward looking guidance constituting material non-public information will be given in this public forum. Any such guidance will be preceded by a disclaimer. Examples of disclaimers are provided in Exhibit B.

5. At least 72 hours before a scheduled analyst conference call that will provide material non-public information, the Company shall issue a press release which provides (a) the date and time of the scheduled call, (b) the specific information needed for a member of the public to dial in or access the call over the Internet and (c) that the Company plans to provide guidance. If situations arise requiring interim conference calls or other public disclosure that will include material non-public information, reasonable notice will be provided consistent with Reg. FD.

6. All of the Spokespeople are responsible for keeping current on what has and has not been publicly disclosed by the Company. This means, at a minimum, regularly reviewing the Company’s website, all social media accounts maintained by the Company, all SEC filings and press releases and participating in or later listening to a recording of all public conference calls.

7. All of the Spokespeople shall be familiar with the Guidelines for Materiality set forth on Exhibit C. Each of the Spokespeople should seek legal counsel whenever in doubt about whether information is material. Decisions about materiality should, wherever possible, be made prior to the occasion on which the discussion is to take place to avoid the need to make materiality judgments



“on the fly.” For additional guidance concerning material non-public information, please also see the Company’s Insider Trading Policy.

8. For any scheduled, non-routine communications involving a significant announcement (e.g., an earnings release, a major acquisition, a new product launch, a major expansion of the Company’s business, the results of a clinical trial, a decision of a regulatory body or an investor conference), Company management planning to participate in the communication shall generally prepare an outline, slides or script of the discussion that shall be used as the basis of the communication. The outline, slides or script shall be approved in advance by the CEO or CFO. A copy of the outline, slides or script will be maintained by the Company for a period of one year following the communication. At the beginning of the communication, one of the Spokespeople shall provide an oral safe harbor disclaimer. An example disclaimer is provided on [Exhibit D](#).

9. The Company will not review analyst notes prior to publication, except as to matters of historical accuracy which can be verified by reference to already-public information, such as the Company’s SEC filings, press releases or information posted on the Company’s website. Any response in connection with the Company’s review of an analyst report shall include the disclaimer set forth on [Exhibit E](#).

10. Exceptions to the rules governing communications with investors and analysts may apply to communications (a) with investment bankers and underwriters in connection with registered offerings or merger and acquisition transactions or (b) where confidentiality arrangements are in place in other contexts (e.g., a private placement). Management should consult with the Company’s General Counsel on a case-by-case basis to determine the applicability and scope of such exemptions.

11. Any communications with investors and analysts should generally be in the form of (a) SEC filings, (b) formal press releases, (c) conference calls open to the public, (d) formal presentations previously published on the Company’s website or (e) meetings with analysts or investors that comply with Regulation FD. Specifically, the topics discussed at such meetings will not include material information unless such information has been previously or is simultaneously disclosed to the public.

12. The Company will not (a) disclose its internal financial projections to analysts or investors, (b) reaffirm previously disclosed internal financial projections, if any, to analysts or investors after the first calendar month of each quarter or (c) state that it is or is not “comfortable” with analyst’s earnings estimates, in each case unless it has previously or simultaneously disseminated such information publicly.

13. The Company will only publicly disclose material information that includes non-GAAP financial measures in compliance with Regulation G and Item 10(e) of Regulation S-K, as applicable.

14. Nothing in this policy is intended to permit the disclosure in any form of information that is prohibited by applicable law, including federal, state or foreign data privacy regulations, or agreement.



## **J. Blackout and Quiet Periods**

In addition to any event-specific blackout periods, the Company will observe a blackout period beginning two weeks prior to the anticipated date of the press release of earnings results or filing of the Quarterly Report on Form 10-Q or Annual Report on Form 10-K, whichever is earlier, and ending after the second full business day following the release of the Company's earnings for that quarter or year-end results in the case of the fourth quarter. During this period, the Company will use discretion during meetings and will not comment or respond to questions related to financial results, any previously issued forward-looking guidance or other material information relevant to the Company's current or expected financial results. Comments will be limited to responding to inquiries concerning publicly available or non-material information.

## EXHIBIT A

### SUMMARY OF REGULATION FD

#### **I. APPLICATION OF REGULATION FD.**

Regulation FD applies to disclosures of material nonpublic information to the following categories of persons:

1. Broker-dealers and their associated persons, such as analysts;
2. Investment advisers, institutional investment managers and their associated persons;
3. Investment companies, hedge funds, and affiliated persons; and
4. Any holder of the Company's securities if it is reasonably foreseeable that the holder will purchase or sell the Company's securities on the basis of the information.

#### **II. COMMUNICATIONS EXEMPTED FROM REGULATION FD.**

The following types of communications are specifically exempted from the disclosure requirements of Regulation FD:

1. Communications made to a person who owes the Company a duty of trust or confidence, such as an attorney or accountant;
2. Communications made to any person who expressly agrees to maintain the information in confidence (such express agreement may be given after the disclosure of material nonpublic information, but must be before the recipient discloses or trades on the basis of it);
3. Disclosures to a credit rating entity, provided that the disclosure is made solely for the purpose of developing a credit rating and the ratings are publicly available;
4. Communications made in connection with most registered securities offerings.

#### **III. DISCLOSURE OF MATERIAL NONPUBLIC INFORMATION.**

Regulation FD requires that whenever the Company or a person acting on its behalf discloses material nonpublic information to securities market professionals or holders of the Company's securities who may trade on the basis of the information, the Company must make public disclosure of that same information as follows:

1. If the Company or any person acting on the Company's behalf intentionally discloses material nonpublic information, the Company must make public disclosure of such information simultaneously.

2. If the Company or any person acting on the Company's behalf unintentionally discloses material nonpublic information, the Company must make public disclosure of such information as soon as reasonably practicable (but in no event after the later of 24 hours or the commencement of the next day's trading on the Nasdaq) after discovery of the disclosure. Discovery happens when a director, executive officer, investor relations or public relations officer learns that the Company or any person acting on the Company's behalf disclosed information that such director, executive officer, investor relations or public relations officer knows, or is reckless in not knowing, is both material and nonpublic.

#### IV. DEFINITIONS

**A. Intentional Disclosure.** A selective disclosure of material nonpublic information is "intentional" when the person making the disclosure either knows, or is reckless in not knowing, that the information he or she is communicating is both material and non-public.

**B. Material Information.** Information is "material" if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision, or if a reasonable investor would view it as altering the total mix of information available. In short, material information includes any information that could reasonably affect the price of the Company's stock. See Exhibit D for a summary of items considered in determining if information is material.

**C. Nonpublic Information.** Information is "nonpublic" if it has not been disclosed to the general public by means of a press release, SEC filing or other media for broad public access. Disclosure to even a large group of analysts does not constitute disclosure to the public.

**D. Person Acting on the Company's Behalf.** A "person acting on the Company's behalf" is a senior official or any other officer, employee, or agent of the Company who regularly communicates with market professionals or with the Company's securities holders. A senior official is defined as any director, executive officer, investor relations or public relations officer, or other person with similar functions.



Reviewed & Approved: March 17, 2020

## EXHIBIT B

### DISCLAIMER TO ACCOMPANY GUIDANCE

#### Example 1

In a moment we will be providing you with a discussion of some of the factors that we currently anticipate may influence our results going forward. Before doing so, I want to emphasize that our discussion is based in part on projections, that any projection involves judgment and that individual judgments may vary. Our projections are based on information available to us now, which will likely change over time. Actual results may differ substantially from our projections and no one should assume that any projections we provide today will remain valid at any later date. Moreover, we are not undertaking any obligation to provide updates in the future. Specific factors that could change, causing our projections not to be achieved, include, but are not limited to, [list factors]. Further information about these factors can be found in our most recent filings with the SEC, including the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of our most recent Form 10-Q/10-K filed on \_\_\_\_.

#### Example 2

The projections and forward-looking statements we discuss during this conference call are based upon the information we currently have available. This information will likely change over time. By discussing our current perception of our market and the future performance of the Company and our products with you today, we are not undertaking an obligation to provide updates in the future. Actual results may differ substantially from what we discuss today and no one should assume that our current projections will remain valid at any later date.

## EXHIBIT C

### GUIDELINES FOR MATERIALITY

Information is material according to the SEC if “there is substantial likelihood that a reasonable shareholder would consider it important” in making an investment decision.

The SEC identifies certain types of information which it considers “more likely to be considered material”. These may include, among other things:

- quarterly or annual earnings results;
- mergers, acquisitions, tender offers, joint ventures, divestitures or other changes in assets;
- dividends;
- stock splits;
- management changes or changes in control public or private sale of additional securities;
- major litigation;
- significant labor disputes;
- major plant closings;
- establishment of a program to buy the Company’s own shares;
- new products or discoveries, or developments regarding customers or suppliers;
- change in auditors or disagreements with auditors; and
- deterioration in the Company’s credit status.

In addition, communications to and from the U.S. Food and Drug Administration and other U.S. and foreign regulatory agencies, the negotiation or execution of licensing transactions and commercialization or co-promotion agreements, and the Company’s or any of its partners’ clinical development plans and trial results, may be considered material.

The SEC warns “when an issuer official engages in a private discussion with an analyst who is seeking guidance about earnings estimates, he or she takes on a high degree of risk under Regulation FD. If the issuer official communicates selectively to the analyst nonpublic information that the company’s anticipated earnings will be higher than, lower than, or even the same as what analysts have been forecasting, the issuer likely will have violated Regulation FD.” The SEC cautions that “[t]his is true whether the information about earnings is communicated expressly or through indirect ‘guidance,’ the meaning of which is apparent though implied.

On the other hand, the SEC acknowledges that what may be immaterial to a

reasonable investor may help an analyst reach a material conclusion. Therefore, a company is not prohibited from disclosing a non-material piece of information to an analyst, even if, unbeknownst to the issuer, that piece helps the analyst complete a 'mosaic' of information that, taken together, is material.

## EXHIBIT D

### ORAL SAFE HARBOR DISCLAIMER LANGUAGE

During the course of this conference call [presentation, etc.], we may make forward-looking statements regarding future events or the future performance of the Company. Actual events or results could, of course, differ materially. We refer you to the documents the Company files from time to time with the Securities and Exchange Commission, specifically the Company's most recent Form 10-K and Form 10-Q filed on \_\_\_\_\_. [During an immediate post offering period, you can also refer to the Registration Statement.] These documents contain and identify important factors that could cause actual results to differ materially from those contained in any forward-looking statements.

[Note: use the written safe harbor for statements in writing or those that will be transcribed and available in written form.]

## **EXHIBIT E**

### **ANALYST DISCLAIMER LANGUAGE**

At your request, the Company has reviewed the factual information contained in the attached report or other communication solely to correct any discrepancies between such factual information and information that the Company has previously made publicly available. The Company has not reviewed and does not comment on any conclusions or other quantitative or qualitative information contained in such report or other communication nor will the Company comment or provide any other guidance with respect to information as of a more recent date than information that it has previously made publicly available. The Company undertakes no obligation to update any information that it has previously made publicly available or this review.